

In the
United States Court of Appeals
For the
Ninth Circuit

ESPLANADE PRODUCTIONS, INC., a California Corporation,

Plaintiff-Appellant,

v.

THE WALT DISNEY COMPANY, a Delaware Corporation,
WALT DISNEY PICTURES, a California Corporation,
DISNEY ENTERPRISES, INC., a Delaware Corporation, ABC, INC., a New York Corporation,
BUENA VISTA HOME ENTERTAINMENT, INC., a California Corporation,
DISNEY CONSUMER PRODUCTS, INC., a California Corporation,
DISNEY CONSUMER PRODUCTS AND INTERACTIVE MEDIA, INC., a California Corporation,
DISNEY BOOK GROUP, LLC, a Delaware limited liability Company,
BUENA VISTA BOOKS, INC., a California Corporation,
DISNEY INTERACTIVE STUDIOS, INC., a California Corporation,
DISNEY STORE USA, LLC, a Delaware limited liability company and
DISNEY SHOPPING, INC., a Delaware Corporation,

Defendants-Appellees.

*Appeal from a Decision of the United States District Court for the Central District of California,
No. 2:17-cv-02185-MWF-JC · Honorable Michael W. Fitzgerald*

EXCERPTS OF RECORD
VOLUME III OF III – Pages 176 to 387

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EXHIBIT 5

Manually Filed

EXHIBIT 6

Mimi & Judy – Character Similarities between Goldman's and Disney's Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered WorkPage	Disney Citation	Script Page
1	Outsider / Outcast	Mimi	"hangs out with our gang because, as Outcasts among the snobby exotic Zoo animals, they are willing to have her as a friend." "The five of them form a gang."	"Rhinoceros officer McHorn and his colleagues don't feel very friendly toward the new recruit"	Judy	5, 1	Essential Guide 19	
2	Outsider / Outcast			[Large police officers look down their nose at Judy]	Judy		Cinestory 63, 65	
3	Outsider / Outcast	Mimi	“The only wild animal in the show”	"I thought Judy was just some dumb bunny from the countryside."	Judy	5	Essential Guide 61	
4	Outsider / Outcast			"country bunny Judy"	Judy		Essential Guide 38	
5	Outsider / Outcast			"I just naturally assumed you came from some little carrot-choked Podunk, no?"	Judy		Cinestory 108	26
6	Outsider / Outcast			"Little hick"	Judy		Cinestory 109	27
7	Cute	Mimi	“Her bushy tail is very expressive”	“You are not fine. Your ears are droopy.”	Judy	5	Cinestory 311	89
8	Cute	Mimi	"Mimi is a cute, curvaceous, sexy squirrel" [image]	"You are even cuter than I thought you'd be."	Judy	5	Cinestory 60	17
9	Underestimated, Not taken seriously	Mimi	“No matter what good advice she gives... they just laugh her off as being absurd”	“Underestimated. Under-appreciated”	Judy	5	Cinestory 345	103
10	Not taken seriously			"there's no way she's cut out to be a real cop!"	Judy		Essential Guide 19	

Mimi & Judy – Character Similarities between Goldman's and Disney's Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered WorkPage	Disney Citation	Script Page
11	Not taken seriously			"You'll never be a real cop. You're a cute meter made though."	Judy		Cinestory 114	28
12	Underestimated			“smarter than she looks”	Judy		Essential Guide 61	
13	Not taken seriously			Judy: "I believe he, and this jaguar... they went savage, sir." Bogo: "Savage? This isn't the stone age, Hopps. Animals don't go savage.... Or maybe any aggressive predator looks savage to you rabbits."	Judy		Cinestory 237-239	64
14	Not taken seriously			Judy: "I can handle one. You probably forgot, but I was top of my class at the academy." Bogo: "Didn't forget. Just don't care."	Judy		Cinestory 71	19
15	Not taken seriously			"No one cares about her or her dreams"	Judy		Cinestory 109	27
16	Not taken seriously			"dumb bunny"	Judy		Cinestory 112	28
17	Not taken seriously			"Officer Toot-toot"	Judy		Cinestory 151	39
18	Not taken seriously			"Naïve little hick with good grades and big ideas"	Judy		Cinestory 109	27
19	Not taken seriously			"You're a former meter maid with delusions of	Judy		Cinestory 146	36

Mimi & Judy – Character Similarities between Goldman's and Disney's Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered WorkPage	Disney Citation	Script Page
				grandeur who will not be taking the case!"				
20	Not taken seriously			"Bunny cop. That's the most stupidest thing I ever heard!"	Judy		Cinestory 7	2
21	Brave	Mimi	“but she is also very brave, and she never abandons her buddies. She always finds a way to help or rescue them.”	“Courage” “Determined Judy”	Judy	5	Essential Guide 6	
22	Brave, Rescues			“Carrots, you just saved my life.” , [saves Nick]	Judy		Cinestory 236, 230-236	63
23	Brave, Rescues			"Kindly return my friends' tickets.... You don't scare me, Gideon."	Judy		Cinestory 13-14	5
24	Brave, Rescues			Bogo: "Ma'am, our detectives are very busy." Mrs. Otterton: "Please there's gotta be somebody to find my Emmitt!" Judy: "I will find him."	Judy		Cinestory 142-143	36
25	Brave, Rescues			“The thief kicks a giant ornamental donut sign at Judy... and nearly lands on a little shrew... but Judy catches it just in time” ; "The weasel kicks the donut free... ...sending it flying toward innocent	Judy		Essential Guide 33; Cinestory 134-135	33

Mimi & Judy – Character Similarities between Goldman's and Disney's Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered WorkPage	Disney Citation	Script Page
				civilians!" [Judy catches the donut]				
26	Brave, Rescues			"She's the bunny that saved my life yesterday."	Judy		Cinestory 210	57
27	Brave, Rescues			[Rescues Zootopia]	Judy		Cinestory 357	106
28	Being wily and small allows her to come and go through cages and habitats	Mimi	“Because she’s wild and small, she can always get out of cages and achieve personal safety” "can come and go as she pleases"	“the only cop who is small enough to chase a thief through the tiny entrance into Little Rodentia” ; "LITTLE RODENTIA. Thanks to her small size, Hopps follows him in."	Judy	5	Essential Guide 7; Script 32	32
29	Being wily and small allows her to come and go through cages and habitats			"Nick jumps down onto the other side, but just as he reaches for the pen, Hopps is suddenly right there and snatches it."	Judy		Film; [omitted in Cinestory]	52
30	Being wily and small allows her to escape to safety			"The Wolves storm in, searching for the intruders... and see the swirling water of a toilet disappearing down the drain. Hopps and Nick fly through the water slide like tubes of the sewer system, cascading over a waterfall."	Judy		Cinestory 282-283	77
31	Being wily and small allows her to come and go			"Nick and Hopps approach an abandoned subway station.... They	Judy		Cinestory 320	95

Mimi & Judy – Character Similarities between Goldman's and Disney's Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered WorkPage	Disney Citation	Script Page
	through cages and habitats			arrive at the entrance and quickly sneak under the gate."				
32	Being wily and small allows her to come and go through cages and habitats			"Zootopia has 12 unique ecosystems within its city limits.... You're gonna have to master all of 'em before you hit the streets-- or guess what? You'll be dead."	Judy		Cinestory 19-20	8
33	Energetic	Mimi	"she's very energetic and enthusiastic"	"She's quick and nimble"	Judy	5	Essential Guide 7	
34	Enthusiastic	Mimi		"Bright eyes glint with enthusiasm"	Judy		Essential Guide 6	
35	Common sense	Mimi	"She is the voice of common-sense"	"When I was a kid, I thought Zootopia was this perfect place where everyone got along and anyone could be anything. Turns out, real life's a little bit more complicated than a slogan on a bumper sticker. Real life is messy. We all have limitations. We all make mistakes. Which means – hey, glass half full! We all have lot in common. And the more we try to understand one another, the more exceptional each of us	Judy	5	Cinestory 358-359	107-108

Mimi & Judy – Character Similarities between Goldman's and Disney's Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered WorkPage	Disney Citation	Script Page
				will be, but we have to try. So, no matter what type of animal you are, from the biggest elephant to our first fox: I implore you, try. Try to make the world a better place. Look inside yourself and recognize that change starts with you. It starts with me. It starts with all of us."				
36	Must Prove Herself	Mimi	"She wants to be loved and considered special."	"I don't want to be a meter maid... I wanna be a real cop!"	Judy	5	Cinestory 140	35
37	Must Prove Herself			"There are 14 missing mammal cases... So I can handle one. You probably forgot, but I was top of my class at the academy."	Judy		Cinestory 71	19
38	Must Prove Herself			Stu: "There's never been a bunny cop." Judy: "Then I guess I'll have to be the first one! Because I am gonna make the world a better place!"	Judy		Cinestory 10	3

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Anyone can be anything, Ostensibly unrealistic goal	Hugo	"If you want to be an elephant, you can be an elephant."	"If you want to be an elephant when you grow up, you be an elephant"	Judy	3	Cinestory 93	24
2	Self Improvement Anyone can be anything, optimistic	Hugo	"Hugo believes that an animal can be whatever he wants to be. Our characters, he believes are the result of our environment and will. There is no such things as ‘animal nature.’ ‘If you want to be an elephant, you can be an elephant.’"	"Anyone can be anything"	Judy	3	Essential Guide 6, 14, 22-23; Cinestory 6, 8, 93;	3
3	Anyone can be anything, Ostensibly unrealistic goal			"I am going to be... A police officer!"	Judy		Cinestory 6-7	2-3
4	Anyone can be anything, Self-Improvement Aspirational, optimistic			"Every young mammal has multitudinous opportunities"	Judy		Cinestory 4	2
5	Self-Improvement Aspirational, Ostensibly unrealistic goal			"I don't want to be a meter maid... I wanna be a real cop!"	Judy		Cinestory 140	35
6	Anyone can be anything		"Hugo believes that an animal can be	"Anyone can be anything"	Judy	3	Cinestory 8	3

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FIRST AMENDED COMPLAINT EXHIBIT 6

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
			whatever he wants to be"					
7	Anyone can be anything			"Anyone can be anything"	Judy		Cinestory 93	24
8	Optimistic	Hugo	"He is incredibly optimistic"	"optimistic"	Judy	3	Essential Guide 6	
9	Self-Improvement, aspirational	Hugo	"Athletic, but dorky guy who is obsessed with self-improvement"	"big ambition" "lots of hard work"	Judy	3	Essential Guide 6	
10	Self-Improvement, aspirational			"Anyone can be anything"			Cinestory 8	3
11	Self-Improvement, aspirational			"This has been my dream since I was a kid."	Judy		Cinestory 30	11
12	Self-Improvement, unrealistic goal			"Dorm. Judy Stays up late studying while doing sit-ups."	Judy		Cinestory 25	9
13	Self-Improvement, aspirational	Hugo	"He wants to acquire the skills, knowledge, and techniques to become successful and popular."	"preparing her whole life"	Judy	3	Essential Guide 6	
14	Self-Improvement, aspirational			"I am going to be... A police officer!"	Judy		Cinestory 6-7	2-3
15	Self-Improvement			"top of her class"	Judy		Essential Guide 6	
16	Anyone can be anything, Self-Improvement,			"Every young mammal has multitudinous opportunities"	Judy		Cinestory 4	2

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
	aspirational, optimistic							
17	Self-Improvement, aspirational			"This has been my dream since I was a kid."	Judy		Cinestory 30	11
18	Self-Improvement, aspirational			"Zootopia Police Academy"	Judy		Cinestory 19	8
19	Self-improvement	Hugo	"He has a muscle-bound body from going to the gym"	"Judy may not look strong, but she has trained hard to be a cop. When the perp knocks some mouse apartment buildings off balance in her path, Judy uses her powerful hind legs to right the wrong."	Judy	3	Essential Guide 33	
20	Self-Improvement, aspirational, Ostensibly unrealistic goal	Hugo	"He is incredibly optimistic; refusing to believe that his fate is to remain a dork forever, despite the fact that all of his plans at self-improvement prove to be complete failures."	"I don't want to be a meter maid... I wanna be a real cop!"	Judy	3	Cinestory 140	35
21	Self-Improvement, aspirational, Ostensibly unrealistic goal			Stu: "There's never been a bunny cop." Judy: "Then I guess I'll have to be the first one! Because I am gonna make the world a better place!"	Judy		Cinestory 10	4

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
22	Self-Improvement, aspirational, Ostensibly unrealistic goal		"refusing to believe that his fate is to remain a dork forever"	"And that dream of becoming a big city cop? Double whoopsie! She's a meter maid.... And soon enough those dreams die and our bunny sinks into emotional and literal squalor... 'Til finally she has no choice but to go back home... to become... a carrot farmer" Judy: "Hey! No one tells me what I can or can't be!"	Judy	3	Cinestory 109-111	27
23	Ostensibly Unrealistic goal	Hugo	“his friends...can see clearly that he is a hopeless case, and all his efforts have been futile”	“Aw... that poor little bunny’s gonna get eaten alive”	Judy	3	Cinestory 63	17
24	Ostensibly Unrealistic goal			"Bunny cop. That's the most stupidest thing I ever heard!"	Judy		Cinestory 7	3
25	Ostensibly Unrealistic goal			Bonnie: “It’s great to have dreams." Stu: "Yeah, just as long as you don’t believe in ‘em too much”	Judy		Cinestory 11	5
26	Ostensibly Unrealistic goal			"Naïve little hick with good grades and big ideas"	Judy		Cinestory 109	27
27	Ostensibly Unrealistic goal			"And that dream of becoming a big city cop? Double whoopsie! She's a meter maid.... And soon	Judy		Cinestory 109-110	27

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
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				enough those dreams die and our bunny sinks into emotional and literal squalor... 'Til finally she has no choice but to go back home... to become... a carrot farmer"				
28	Ostensibly Unrealistic goal			"You'll never be a real cop"	Judy		Cinestory 114	28
29	Ostensibly Unrealistic goal			"there's no way she's cut out to be a real cop!"	Judy		Essential Guide 19	
30	Ostensibly Unrealistic goal			"Life isn't some cartoon musical where you sing a little song and your insipid dreams magically come true. So let it go!"	Judy		Cinestory 141	35
31	Ostensibly Unrealistic goal			"You're a former meter maid with delusions of grandeur who will not be taking the case!"	Judy		Cinestory 146	36
32	Ostensibly Unrealistic goal			"You should have just stayed on the carrot farm, huh?"	Judy		Cinestory 347	103
33	Ostensibly Unrealistic goal			Instructor: "Just quit and go home, Fuzzy Bunny!" Stu: "There's never been a bunny cop" Bonnie: "Never" Stu: "Never" Gideon: "-- You're just a	Judy		Cinestory 25	9

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				stupid, carrot-farmin' dumb bunny"				
34	Ostensibly Unrealistic goal	Hugo	"He will never, ever, ever succeed"	Instructor: "Just quit and go home, Fuzzy Bunny!" Stu: "There's never been a bunny cop" Bonnie: "Never" Stu: "Never" Gideon: "-- You're just a stupid, carrot-farmin' dumb bunny"	Judy	3	Cinestory 25	9
35	Fails			"Dead" "Dead" "Dead" "Dead" "Dead" "Dead" "Dead" "Dead" [Judy fails over and over again]	Judy		Cinestory 21-25	8-9
36	Ostensibly Unrealistic goal			"And that dream of becoming a big city cop? Double whoopsie! She's a meter maid.... And soon enough those dreams die and our bunny sinks into emotional and literal squalor... 'Til finally she has no choice but to go back home... to become... a carrot farmer"	Judy		Cinestory 109-110	27
37	Tries to improve others, Helps others	Hugo	"he is constantly trying to improve other people as well"	Officer Hopps. You ready to make the world a better place?"	Judy	3	Essential Guide 25; Cinestory 65	18
38	Tries to improve			"Zootopia... anyone can be anything!"	Judy		Essential Guide 6, 14, 22-23;	24

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
	others, Helps others						Cinestory 6, 8, 93;	
39	Tries to improve others, Helps others			"Nick, you are so much more than that"	Judy		Cinestory 250	68
40	Corrects others	Hugo	“he is constantly trying to improve other people as well – helpfully pointing out their flaws	"Ooo, you probably didn't know, but a bunny can call another bunny "cute," but when other animals do it, it's a little..."	Judy	3	Cinestory 60	17
41	Corrects others			"Uh, I hate to disagree with you, sir, but those aren't onions. Well, those are a crocus varietal called midnicampum holicithias. They're a class C botanical, sir"	Judy		Cinestory 138	34
42	Tries to improve others (Nick/Monty)	Hugo	“he is constantly trying to improve other people as well... cheerfully offering to bring them into his groups and programs”	“You know, I think you’d actually make a pretty good cop”	Judy	3	Cinestory 259	73
43	Tries to improve others, Anyone can be anything,			"Judy hands out Junior Officer badge stickers to encourage children to follow their dreams"; "Judy places a 'Junior ZPD Officer' Badge on the boy's chest."	Judy		Essential Guide 24; Cinestory 93	24

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
44	Tries to improve other			Nick: "Am I a cop? No. I'm not" Judy: "Funny you should say that... because, well, I've been thinking. It would be nice to have a partner."	Judy		Cinestory 290-291	80
45	Tries to improve others (Nick/Monty)	Hugo	"Hugo the Aardvark constantly tries to improve Monty; who just laughs at the absurdity of it."	"Nick, you are so much more than that"	Judy	4	Cinestory 250	68
46	Tries to improve others (Nick/Monty)			Judy: "Look at you. Well done Jr. detective. You know, I think you'd actually make a pretty good cop." Nick: "How dare you."	Judy		Cinestory 259	73
47	Tries to improve others (Nick/Monty)			[Judy pleads with Flash to go faster, but he just ends up telling a joke with Nick]	Judy		Cinestory 176-184	46-50
48	Good natured	Hugo	"Hugo is truly-good-natured;	"kindhearted"	Judy	3	Essential Guide 7	
49	Good natured			"friendly fist bump"	Judy		Essential Guide 19	
50	Helps others	Hugo	"he is always ready to help his buddies"	"Hobbies: Helping others"	Judy	3	Essential Guide 6	
51	Helps others			"I will find him [Emmitt Otterton]"	Judy		Cinestory 143	36
52	Helps others			"Kindly return my friends' tickets."	Judy		Cinestory 13	6

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
53	Helps others, help not wanted	Hugo	“but...they would rather do without his help”	Judy: "Sir, I got the bad guy. That's my job." Bogo: “Your job is putting tickets on parked cars”	Judy	3	Cinestory 139	34
54	Helps others, help not wanted			"Hey Meter Maid! Wait for the real cops"	Judy		Cinestory 130	32
55	Helps others	Hugo	"Unfortunately, they always end up going to him because nobody else is willing to help."	Bogo: "Ma'am, our detectives are very busy." Mrs. Otterton: "Please there's gotta be somebody to find my Emmitt!" Judy: "I will find him."	Judy	3	Cinestory 142-143	36
56	Helps others			"None of you guys were gonna help her, were you?"	Judy		Cinestory 242	65
57	Puffs up, then deflated	Hugo	"Every now and then, Hugo puffs up and feels very proud of his advancements. Inevitably, Monty will make a truthful remark that punctures him like a balloon and Hugo will deflate and shrivel up."	Judy: "I am not a dumb bunny!" [Judy puffs up] Nick: "Right... And that's not wet cement." [Judy deflates]	Judy	4	Cinestory 112-113	28
58	Puffs up, then deflated			Judy: "Do you know him?" Nick: "I know everybody. [Judy puffs up] I also know that somewhere there's a toy store missing its stuffed animal" [Judy deflates]	Judy		Cinestory 152-153	40

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
59	Puffs up, then deflated			"Officer Judy Hopps, ZPD" [Judy puffs up] "AGGGGGGGHHH!" [Judy deflates]	Judy		Cinestory 177-184	47, 50
60	Craves praise	Hugo	"Hugo craves praise"	"There are 14 missing mammal cases... So I can handle one. You probably forgot, but I was top of my class at the academy."	Judy	3	Cinestory 71	19
61	Craves acceptance	Hugo	"Hugo craves praise and acceptance"	"I don't want to be a meter maid... I wanna be a real cop!"	Judy	3	Cinestory 140	35
62	Craves acceptance			“Hey. Officer Hopps. You ready to make the world a better place?” [asks for fist bump from reluctant rhinoceros]	Judy		Cinestory 65	18
63	Craves acceptance			"I won't let you down! This has been my dream since I was a kid."	Judy		Cinestory 30	11
64	Gets manipulated / tricked	Hugo	"Hugo craves praise and acceptance. Consequently, Fuzz is always able to manipulate him into doing his bidding. He tricks Hugo into a project"	Bellwether: "I just heard officer Hopps is taking the case!.... I'd say the case is in good hands! Us little guys really need to stick together! Right?" Judy: "Like glue!" Bellwether: "Good one! Just call me if you ever need anything, okay? And you've always got a friend at city hall, Judy."	Judy	3	Cinestory 146-147	37

Hugo & Judy – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
65	Gets manipulated / tricked			"Congratulations, Officer Hopps.... You know, it's a really proud day for us little guys!"	Judy		Cinestory 30	11
66	Gets manipulated / tricked	Hugo	"telling Hugo that it will make him popular"	"Chief Bogo and I want you to be the public face of the ZPD."	Judy	3	Cinestory 307	87
67	Gets manipulated / tricked			"I am so proud of you, Judy. You did just a super job.... I'll go ahead and I'll just take that case now."	Judy		Cinestory 340	102
68	Gets manipulated / tricked			"We're on the same team, Judy! Underestimated. Under-appreciated. Aren't you sick of it?... We'll be unstoppable."	Judy		Cinestory 345	102
69	Gets manipulated / tricked	Hugo	"telling Hugo... that no one will get hurt. But things always go wrong"	Judy: "I came here to make the world a better place, but I think I broke it.... A good cop is supposed to serve and protect -- Help the city, not tear it apart."	Judy	3	Cinestory 307	87
70	Plan goes wrong	Hugo	"telling Hugo... that no one will get hurt. But things always go wrong"	Judy: "What are you going to do? Kill me?" Bellwether: "Of course not... He is."	Judy	3	Cinestory 347	103

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Prankster		"A Prankster"	"B [Mr. Big] is mad at A [Nick Wilde] for selling him a pricey rug—made with the fur from a skunk's butt."	Nick	2	Essential Guide 58	
2	Prankster	Roscoe	“sets up situations where [characters] are tempted, act badly—and then he is there to benefit from their comeuppance and punishment”	“Experienced swindler” "Hustler"	Nick	3	Essential Guide 26	
3	Prankster			“Scam-Artist”	Nick		CinestoryN 11	
4	Prankster			“Likes gullible animals”	Nick		Essential Guide 27	
5	Prankster			"the way that Nick sees it, there's nothing wrong—or illegal—in being smarter than your customers."	Nick		Essential Guide 30	
6	Prankster, sets others up for failing	Roscoe	"He never actually hurts anyone. He merely sets up situations where they are tempted, act badly –and then he is there to benefit from their comeuppance and punishment."	Judy: "Hey! No one tells me what I can or can't be! Especially not some jerk who never had the guts to be anything more than a popsicle hustler.... I am not a dumb bunny!" Nick: "Right... ...And that's not wet cement."	Nick	3	Cinestory 111-113	27-28

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				[Judy is standing in wet cement]				
7	Prankster, sets others up for failing			Judy: “You wasted the day on purpose...does seeing me fail somehow make you feel better?” Nick: “Yes it does. 100%”	Nick		Film; [quote omitted in Cinestory]	51
8	Prankster, Obnoxious as justice	Roscoe	"He likes to play pranks and cause trouble, especially to pretentious 'people' with airs of being elegant."	Nick: "I uh, may or may not have sold him a very expensive wool rug.... That was made from the fur of ... skunk's... butt."	Nick	2	Cinestory 198	55
9	Prankster, rejects others first, Obnoxious as justice			Mr. Big: "I trusted you, Nicky... I welcomed you into my home... we broke bread together.... And how did you repay my generosity? With a rug.... Made from the butt of a skunk. A skunk-butt rug."	Nick		Cinestory 204	56
10	Prankster, Obnoxious as justice			"B [Mr. Big] is mad at A [Nick Wilde] for selling him a pricey rug—made with the fur from a skunk's butt."	Nick		Essential Guide 58	
11	Prankster, Obnoxious as justice			sells popsicles to lemmings of the "LEMMING	Nick		Cinestory 101-103	

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				BROTHERS BANK," who are all wearing suits				
12	Prankster, Obnoxious as justice			Judy: "Hey! No one tells me what I can or can't be! Especially not some jerk who never had the guts to be anything more than a popsicle hustler.... I am not a dumb bunny!" Nick: "Right...And that's not wet cement. "[Judy is standing in wet cement]	Nick		Cinestory 111-113	27-28
13	Doesn't like to work			"never had the guts to be anything more than a popsicle hustler"	Nick		Cinestory 111	27
14	Good pal	Roscoe	“A Good pal to his friends”	“Makes...a pretty good friend”	Nick	2	Essential Guide 27	
15	Good pal			Nick: "She will not be giving you that badge"; "he’s sticking up for her"	Nick		Cinestory 240-243; Script 65	65
16	Good pal			"Don't worry, Carrots, I'll let you erase it... in 48 hours." [comforts Judy after her apology]	Nick		Film; [quote omitted in Cinestory]	93
17	Good pal			"I'm not going to leave you behind"	Nick		Cinestory 344	102
18	Good pal, Outcast	Roscoe	“We should like him—but we would be	“Scruffy charm”	Nick	3	Essential Guide 27	

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
			embarrassed to be seen with him”					
19	Outcast			Bogo: "You think I'm going to believe a Fox?" Judy: "Well, he was a key witness, and I enlisted his services--"	Nick		Cinestory 239	65
20	Outcast			Nick: "No wonder she needed to get help from a fox."	Nick		Cinestory 242	65
21	Good pal			"likable"	Nick		Essential Guide 27	
22	Uncouth	Roscoe	"He has an Obnoxious laugh"	[Nick laughs at camel joke]	Nick	2	Cinestory 183	49
23	Uncouth	Roscoe	"he has... bad posture"	[Image]	Nick	2		
24	Uncouth	Roscoe	[image]	"Smirk"	Nick		Essential Guide 35	
25	Uncouth	Roscoe	[image]	"Relaxed, half-open eyes"	Nick		Essential Guide 27	
26	Uncouth			"Loosely-knotted stripy tie"	Nick		Essential Guide 27	
27	Uncouth			“Baggy green shirt has scruffy charm”	Nick		Essential Guide 27	
28	Grosses out females, uncouth, Obnoxious as justice	Roscoe	"he satisfies himself with harmlessly harassing and grossing-out females of all species."	"Judy is shocked to see that Yax—and every other mammal at the spa—is naked. She is even more shocked when Nick takes off his pants too!"	Nick	2	Essential Guide 43	

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Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
29	Grosses out females, uncouth, Obnoxious as justice			"these guys, they be naked. Does this make you uncomfortable?"	Nick		Cinestory 162	43
30	Offensive, bad attitude, rejects others first	Roscoe	“revels in being Offensive” , “bad attitude”	“somewhere there’s a toy store missing its stuffed animal, so why don’t you get back to your box?”	Nick	2	Cinestory 153	40
31	Offensive, bad attitude			“Can’t resist the odd dumb bunny joke”	Nick		Essential Guide 60	
32	Offensive, bad attitude, Uncouth, Grosses out females			“does this make you uncomfortable?”	Nick		Cinestory 162	43
33	Offensive, bad attitude			"What happened meter maid? Did someone steal a traffic cone? It wasn't me."	Nick		Cinestory 151	39
34	Offensive, bad attitude			Judy: "Nicholas Wilde, you are under arrest" Nick: "For what? Howling your feewings?"	Nick		Cinestory 154	40
35	Offensive, bad attitude			"Madam, I have a fake badge, I would never impede your pretend investigation."	Nick		Cinestory 187	51
36	Offensive, bad attitude			"There you go. Way to work that diaper, big	Nick		Cinestory 105	25

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Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				guy. What, no kiss bye-bye for daddy?"				
37	Offensive, bad attitude			"soon enough those dreams die and our bunny sinks into emotional and literal squalor, living in a box under a bridge. 'Til finally she has no choice but to go back home with that cute, fuzzy wuzzy little tail between her legs" "dumb bunny"	Nick		Cinestory 109	27
38	Offensive, bad attitude, rejects others first				Nick		Cinestory 112	28
39	Offensive, Obnoxious as justice			"Chief buffalo butt"	Nick		Cinestory 251	69
40	Obnoxious as justice	Roscoe	"He takes pride in his Obnoxious behavior, which he serves up as a form of justice."	Judy: "You wasted the day on purpose...does seeing me fail somehow make you feel better?" Nick: "Yes it does. 100%"	Nick	2	Film; [quote omitted in Cinestory]	51
41	Obnoxious as justice			Judy: "You're a great dad and just a... a really articulate fella." Nick: "Ah, well, that is high praise. It's rare that I find someone so non-patronizing"	Nick		Cinestory 92	23

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
42	Obnoxious as justice			Nick: "Uh, no." Bogo: "What did you say, fox?" Nick: "Sorry, what I said was "No," she will not be giving you that badge. Look, you gave her a clown vest and a three-wheel joke mobile and two days to solve a case you guys haven't cracked in two weeks?" [slides down roof]	Nick		Cinestory 241-242	65
43	Agile	Roscoe	"Agile. High Energy"		Nick	2	Film; [omitted in Cinestory]	
44	Outcast, No hope, resigned	Roscoe	“He knows he’s an Outcast and that he will never get ahead.... He is totally without hope of ever changing that situation or living a normal life.”	“gave up his dreams of a respectable life long ago. He has no plans to change the world or himself any time soon!”	Nick	2	Essential Guide 26	
45	Outcast, No hope, resigned			“If the world’s only gonna see a fox as shifty and untrustworthy... there’s no point trying to be anything else”	Nick		Cinestory 249	68
46	Outcast, No hope, resigned			Judy: "some jerk who never had the guts to be	Nick		Cinestory 111	27

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				anything more than a popsicle hustler"				
47	Outcast, No hope, resigned	Roscoe	"He knows he’s an Outcast"	Nick: "No wonder she needed to get help from a fox."	Nick	2	Cinestory 242	65
48	Outcast			Bogo: "You think I'm going to believe a fox?"	Nick		Cinestory 239	65
49	No hope, resigned	Roscoe	"He seems to be resigned to his place in life and making the most of it"	"gave up his dreams of a respectable life long ago. He has no plans to change the world or himself any time soon!"	Nick	3	Essential Guide 26	
50	Outcast, No hope, resigned			"If the world’s only gonna see a fox as shifty and untrustworthy... there’s no point trying to be anything else”	Nick		Cinestory 249	68
51	Outcast, No hope, resigned			Judy: "some jerk who never had the guts to be anything more than a popsicle hustler"	Nick		Cinestory 111	27
52	Outcast, resigned			"I was never going to let anyone see that they got to me."	Nick		Cinestory 249	68
53	Inferiority complex / sad side / sensitive	Roscoe	"but underneath he has an inferiority complex.”	“Secretly wants to be seen as more than a sly fox”	Nick	3	Essential Guide 26	
54	Sad side / sensitive			“Underneath ...tough shell lies a friendlier side”	Nick		Essential Guide 53	

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
55	Sad side / sensitive			"Not so confident..." "Seeing his vulnerable side is really something""	Nick		Essential Guide 61	
56	Inferiority complex / sad side / sensitive	Roscoe	"It's hard to say if he's well adjusted or not. He seems to be resigned to his place in life and making the most of it; but underneath he has an inferiority complex."	Judy: "So things get to you?" "Nick "No... I mean not, not anymore. But I was small and emotionally unbalanced like you once."	Nick	3	Cinestory 245	66
57	Inferiority complex / sad side / sensitive			"I was never going to let anyone see that they got to me."	Nick		Cinestory 249	68
58	No hope, resigned, sad side			“If the world’s only gonna see a fox as shifty and untrustworthy... there’s no point trying to be anything else”	Nick		Cinestory 249	68
59	Inferiority complex, deserves to be loved			“Secretly wants to be seen as more than a sly fox”	Nick		Essential Guide 26	
60	Deserves to be loved			"Nick you are so much more than that..."	Nick		Cinestory 250	68
61	Underestimates himself			"He learns that he misjudged her [Judy], and himself! He makes a pretty good cop"	Nick		Essential Guide 27	

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
62	Deserves to be loved, rejects others first	Roscoe	"Does he deserve to be loved? Definitely. Will he ever actually be loved; or agree to be loved by a female who wants him? Ah, that is the eternal question in these cartoons."	Judy: "Nick, you are so much more than that..." [Judy reaches out and touches Nick. Nick recoils and changes the subject] Nick: "Boy, look at that traffic down there... How about we go to chuck in traffic central—Chuck, how are things looking on those jam cams"; "HOPPS: Nick, you are so much more than that... Hopps touches Nick’s arm as the gondola pierces the clouds. The city at dawn comes into view. It’s gotten too real for Nick. He abruptly changes the subject. NICK: Boy, look at that traffic down there. (putting on radio voice) How about we go out to Chuck in Traffic Central-- Chuck, how are things looking on the Jam Cams?"	Nick	3	Cinestory 250; Script 68	68

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
63	Deserves to be loved, will he be loved			Nick: "You know you love me." Judy: "Do I know that? Yes. Yes I do."	Nick		Cinestory 364	109
64	Deserves to be loved, rejects others first, Prankster	Roscoe	"Does he deserve to be loved? Definitely. Will he ever... agree to be loved"	"I trusted you, Nicky... I welcomed you into my home... we broke bread together.... And how did you repay my generosity? With a rug.... Made from the butt of a skunk. A skunk-butt rug."	Nick	3	Cinestory 204	56
65	Of a low class	Roscoe	"from a 'low-class' family."	"my mom scraped together enough money"	Nick	2	Cinestory 246	66
66	Of a low class			Bogo: "You think I'm going to believe a Fox?" Judy: "Well, he was a key witness, and I enlisted his services--"	Nick		Cinestory 239	65
67	Of a low class			"No wonder she needed to get help from a fox."	Nick		Cinestory 242	65
68	Of a low class			"I don't know what you're doing skulking around during daylight hours, but I don't want any trouble in here", "There aren't any fox ice cream joints in your part of town?" , "Look,	Nick		Cinestory 84, 86, 87	21

Roscoe & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				you probably can't read, Fox"				
69	Of a low class			Judy: "You're a great dad and just a... a really articulate fella." Nick: "Ah, well, that is high praise. It's rare that I find someone so non-patronizing"	Nick		Cinestory 92	23
70	Of a low class			Judy: "some jerk who never had the butts to be anything more than a popsicle hustler." Judy: "Nick stop it! You're not like them... You're not that kind of predator."	Nick		Cinestory 111	27
71	Of a low class			Judy: "Nick stop it! You're not like them... You're not that kind of predator."	Nick		Cinestory 299-300	83
72	Of a low class			"Even though you're a fox... if you ever thought we'd trust a fox without a muzzle, you're even dumber than you look"	Nick		Film; [quote omitted in Cinestory]	68

Monty & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Speaks the truth, devastating critic, Pessimistic,	Monty	“He sees through all the others; and is highly principled about speaking the truth” , "calls a spade a spade, to their faces; and is a devastating critic.”	“Tell me if this story sounds familiar: Naive little hick with good grades and big ideas decides, "Hey lookit me, I'm gonna move to Zootopia -- where predators and prey live in harmony and sing kumbaya!" Only to find -whoopsie, we don't all get along. And that dream of becoming a big city cop? Double whoopsie! She's a meter maid. And whoopsie number threesie -- no one cares about her or her dreams”	Nick	4	Cinestory 109	27
2	Speaks the truth, devastating critic, Pessimistic, discourages others			"And soon enough those dreams die and our bunny sinks into emotional and literal squalor, living in a box under a bridge. 'Til finally she has no choice but to go back home with that cute fuzzy-wuzzy little tail between her legs to become -- You're from Bunnyburrow, is that what you said? So how	Nick		Cinestory 109-110	27

Monty & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				about a carrot farmer? Does that sounds right?"				
3	Speaks the truth, devastating critic, Pessimistic, discourages others			“You’ll never be a real cop. You’re a cute meter maid though.”	Nick		Cinestory 114	28
4	Speaks the truth, devastating critic, Funny			"Look, you gave her a clown vest and a three-wheel joke mobile and two days to solve a case you guys haven't cracked in two weeks? Yeah, no wonder she needed to get help from a fox. None of you guys were gonna help her, were you?"	Nick		Cinestory 241-242	65
5	Pessimistic, resigned, believes change impossible, discourages others	Monty	“He’s incredibly pessimistic and negative. He has no hope that he can change or improve; or that anyone else can change or improve. Consequently, he accepts people the way they are”	“Alright look—everyone comes to Zootopia thinking they can be anything they want. Well, you can’t. You can only be what you are. Sly Fox. Dumb bunny.”	Nick	4	Cinestory 111-112	27-28
6	Believes change impossible			Nick (to Judy): "What? Are you saying that because he's a sloth he can't be fast? ...I thought in Zootopia, anyone	Nick		Cinestory 175; Script 46	46

Monty & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				could be anything.”; “(faux innocence)”				
7	Pessimistic, resigned, believes change impossible			“gave up his dreams... long ago. He has no plans to change the world or himself any time soon!”	Nick		Essential Guide 26	
8	Speaks the truth, devastating critic, Funny	Monty	"Monty mercilessly makes fun of him [Griz/Kody], like a court jester."	Bogo: "Who cares" Nick: "You should have your own line of inspirational greeting cards, sir."	Nick	6	Cinestory 360	108
9	Funny	Monty	“He is devastatingly funny – which is why it’s fun to have him around.”	“Quick wit”	Nick	4	Essential Guide 26	
10	Funny			"you think when she goes to sleep she counts herself?"	Nick		Cinestory 256	72
11	Saboteur	Monty	“People keep forcing him to choose sides; so he sabotages both sides.”	Judy: “You wasted the day on purpose... does seeing me fail somehow make you feel better?” Nick: “Yes it does. 100%”	Nick	4	Film; [quote omitted in Cinestory]	51
12	Deflates Hugo/Judy, Discourages others	Monty	"Every now and then, Hugo puffs up and feels very proud of his advancements. Inevitably, Monty will make a truthful remark that punctures him like a balloon and Hugo will deflate and shrivel up."	Judy: "I am not a dumb bunny!" [Judy puffs up] Nick: "Right... And that's not wet cement." [Judy deflates]	Nick	4	Cinestory 112-113	28

Monty & Nick – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
13	Deflates Hugo/Judy			Judy: "Do you know him? "Nick: "I know everybody. [Judy puffs up] I also know that somewhere there's a toy store missing its stuffed animal" [Judy deflates]	Nick		Cinestory 152-153 40
14	Discourages others	Monty	"He has no hope that he can change or improve; or that anyone else can change or improve. Consequently, he accepts people the way they are"	"There is no shame in calling it quits."	Nick	4	Cinestory 162 43
15	Discourages Hugo	Monty	"He tells Hugo, 'Don't be impressed by Fuzz. Look at all he's got going for him; and he's miserable.'"	"Tell me if this story sounds familiar: Naive little hick with good grades and big ideas decides, "Hey lookit me, I'm gonna move to Zootopia -- where predators and prey live in harmony and sing kumbaya!" Only to find -whoopsie, we don't all get along. And that dream of becoming a big city cop? Double whoopsie! She's a meter maid. And whoopsie number threesie -- no one cares about her or her dreams. And soon enough those dreams die	Nick	4	Cinestory 109-110 27

Monty & Nick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				and our bunny sinks into emotional and literal squalor, living in a box under a bridge. 'Til finally she has no choice but to go back home with that cute fuzzy-wuzzy little tail between her legs to become -- You're from Bunnyburrow, is that what you said? So how about a carrot farmer? Does that sounds right?"				
16	Discourages Hugo			Judy: “You wasted the day on purpose...does seeing me fail somehow make you feel better?” Nick: “Yes it does. 100%”	Nick		Film; [quote omitted in Cinestory]	51
17	Discourages Hugo			Nick (to Judy): "What? Are you saying that because he's a sloth he can't be fast? ...I thought in Zootopia, anyone could be anything.", "(faux innocence)"	Nick		Cinestory 175; Script 46	46

Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Cute Napoleon, schemer, want to be leader	Fuzzy	“he looks cute, but he’s a little Napoleon”	"Sweet-looking scammer: Check out this seemingly meek sheep! Her big, wide eyes and white curls make her look all soft and fuzzy, right? Look again, my friend. Look again. This power-hungry criminal mastermind was looking out for herself."	Bellwether	1	Essential Guide 61	
2	Cute Napoleon, schemer, want to be leader	Fuzzy	"his ambitions seem ridiculous. But this just goads Fuzz into wild schemes which require the combined effort of his cohorts"	"Sweet-looking scammer: Check out this seemingly meek sheep! Her big, wide eyes and white curls make her look all soft and fuzzy, right? Look again, my friend. Look again. This power-hungry criminal mastermind was looking out for herself."	Bellwether	1	Essential Guide 61	
3	Ambitious			Judy: "So that's it? Prey fears predator, and you stay in power? It won't work" Bellwether: "Fear always works. And I'll dart every predator in Zootopia to keep it that way."	Bellwether		Cinestory 351	104
4	Ambitious			"we'll be unstoppable."	Bellwether		Cinestory 345	103
5	Not taken seriously	Fuzzy	“Nobody takes him seriously as a lover or	“Underestimated. Under-appreciated. Aren’t you sick of it?”	Bellwether	1	Cinestory 345	103

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FIRST AMENDED COMPLAINT EXHIBIT 6

Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
			leader, and this really burns him.”				
6	Not taken seriously			"Pushed Aside"	Bellwether		Essential Guide 37
7	Not taken seriously			"I never get to do anything this important" "I'm more of a glorified secretary. I think Mayor Lionheart just wanted the sheep vote"	Bellwether		Cinestory 254 71
8	Not taken seriously			"Lionheart barely seems to notice her"	Bellwether		Essential Guide 37
9	Not taken seriously			[Underfoot during graduation ceremony, pushed aside]; "Lionheart shoves Bellwether out of the way....Lionheart steps in front of Bellwether, edging her out of the photo."	Bellwether		Cinestory 29-31 ; Script 11 11
10	Wants to overthrow Big Strong Pretty, schemer, uses others	Fuzzy	"Fuzz really wants to challenge Kody [Griz] the Bear for leadership of the animals", "to overthrow the rule of the big, strong, and pretty."	"Predators; they may be strong and loud, but prey outnumber predators 10 to 1. Think about it—90 percent of the population, united against a common enemy"	Bellwether	1, 2	Cinestory 345 103
11	Wants to be leader			Judy: "So that's it? Prey fears predator, and you stay in power?"	Bellwether		Cinestory 351 104
12	Wants to overthrow Big Strong Pretty			"Dislikes: Predators always being in power"	Bellwether		Essential Guide 37

Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
13	Wants to overthrow Big Strong Pretty, uses others			"believes that it is super important for the "little guys" to stick together." "Little Guys together... Bellwether sees Judy as a fellow "little guy."	Bellwether		Essential Guide 36	
14	Wants to overthrow Big Strong Pretty			"has some unusual ideas about prey animals. Are there things that she isn't telling me"	Bellwether		Essential Guide 59	
15	Schemer			"Guilty of masterminding the savage attacks that have plagued Zootopia"	Bellwether		Cinestory 357	106
16	Schemer, organizes others to overthrow the top predator			"Think about it--90 percent of the population, united against a common enemy. We'll be unstoppable."	Bellwether		Cinestory 345	103
17	Leader			"get them!" [leader of rams]	Bellwether		Cinestory 343	102
18	Leader			"Guilty of masterminding the savage attacks that have plagued Zootopia"	Bellwether		Cinestory 357	106
19	Leader, organizes others to overthrow the top predator	Fuzzy	"There comes a point where Fuzz has unified them into an effective team"	"Think about it--90 percent of the population, united against a common enemy. We'll be unstoppable."	Bellwether	1	Cinestory 345	103
20	Leader, organizes others to overthrow the top predator			"Guilty of masterminding the savage attacks that have plagued Zootopia"	Bellwether		Cinestory 357	106
21	Schemer, uses others	Fuzzy	"Of course, if he ever did achieve power, he	Judy: "Mayor Lionheart, you have the right to	Bellwether	2	Cinestory 288-308	79

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Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
			would... forget everybody who helped him get there.”	remain silent.” [Judy catches Lionheart, allowing Bellwether to become Mayor]			
22	Goes too far, schemer, uses others			Judy: “What are you going to do? Kill me?” Bellwether: “Of course not... He is.”	Bellwether		Cinestory 347 103
23	Goes too far, schemer, uses others			“I framed Lionheart, I can frame you [Judy] too!”	Bellwether		Cinestory 356 105
24	Goes too far	Fuzzy	“Of course, if he ever did achieve power, he would quickly become a tyrant”	Judy: “So that’s it? Prey fears predator, and you stay in power? It won’t work” Bellwether: “Fear always works. And I’ll dart every predator in Zootopia to keep it that way.”	Bellwether	2	Cinestory 351 104
25	Wants to be leader, Goes too far, schemer	Fuzzy	“There comes a point where Fuzz has unified them into an effective team; and they could all stop and realize a gain. But Fuzz won’t be satisfied until he’s the Big Man in the Zoo; so he goes too far and fails.”	“the new mayor” [bellwether becomes mayor]	Bellwether	1-2	Cinestory 306-308 86
26	Wants to be leader, Goes too far, schemer			Bellwether: “Chief Bogo and I want you to be the public face of the ZPD.” ... Judy: “I don’t deserve this	Bellwether		Cinestory 307-308 87-88

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Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				badge "Bellwether: "Judy, you've worked so hard to get here. It's what you wanted since you were a kid"				
27	Goes too far, schemer			Judy: "So that's it? Prey fears predator, and you stay in power? It won't work" Bellwether: “Fear always works. And I’ll dart every predator in Zootopia to keep it that way.”	Bellwether		Cinestory 351	104
28	Goes too far			Judy: "It's your word against yours." Bellwether (recorded) "And I'll dart every predator in Zootopia to keep it that way"	Bellwether		Cinestory 356	105
29	Wants to be leader, Goes too far, schemer			"Former Mayor Dawn Bellwether is behind bars today, guilty of masterminding the savage attacks that have plagued Zootopia"	Bellwether		Cinestory 357	106
30	Uses others, schemer	Fuzzy	“he has no guilt about using everyone to achieve his dream.”	“Fear always works. And I’ll dart every predator in Zootopia to keep it that way.”	Bellwether	2	Cinestory 351	104
31	Uses others, schemer			"Guilty of masterminding the savage attacks that have plagued Zootopia"	Bellwether		Cinestory 357	106

Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
32	Uses others, manipulates Hugo/Judy	Fuzzy	"Hugo craves praise and acceptance. Consequently, Fuzz is always able to manipulate him into doing his bidding. He tricks Hugo into a project, telling Hugo that it will make him popular – and that no one will get hurt. But things always go wrong"	Bellwether: "I just heard officer Hopps is taking the case!.... I'd say the case is in good hands! Us little guys really need to stick together! Right?" Judy: "Like glue!" Bellwether: "Good one! Just call me if you ever need anything, okay? And you've always got a friend at city hall, Judy."	Bellwether	3	Cinestory 146-147 37
33	Uses others, manipulates Hugo/Judy			"Congratulations, Officer Hopps.... You know, it's a really proud day for us little guys!"	Bellwether		Cinestory 30 10-11
34	Uses others, manipulates Hugo/Judy	Fuzzy	"telling Hugo that it will make him popular"	"Chief Bogo and I want you to be the public face of the ZPD."	Bellwether	3	Cinestory 307 87
35	Uses others, manipulates Hugo/Judy			"I am so proud of you, Judy. You did just a super job.... I'll go ahead and I'll just take that case now."	Bellwether		Cinestory 340 101
36	Uses others, manipulates Hugo/Judy			"We're on the same team, Judy! Underestimated. Under-appreciated. Aren't you sick of it?... We'll be unstoppable."	Bellwether		Cinestory 345 102-103
37	Manipulates Hugo/Judy	Fuzzy	"telling Hugo... that no one will get hurt. But	Judy: "I came here to make the world a better place, but I think I broke it.... A	Bellwether	3	Cinestory 307 87-88

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Fuzzy & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
			things always go wrong"	good cop is supposed to serve and protect -- Help the city, not tear it apart."				
38	Uses others, goes too far	Fuzzy	"telling Hugo... that no one will get hurt. But things always go wrong"	Judy: "What are you going to do? Kill me?" Bellwether: "Of course not... He is."	Bellwether	3	Cinestory 347	103
39	Leaves others holding the bag	Fuzzy	"But things always go wrong, and Fuzz always escapes, leaving Hugo and Roscoe holding the bag."	Judy: "Mayor Lionheart, you have the right to remain silent. Anyth--" Lionheart: "You don't understand! I was trying to protect the city!"	Bellwether	3	Cinestory 288	79
40	Dislikes nickname	Fuzzy	"He hates that the zoo has named him Fuzz."	"Lionheart: 'Smellwether' Bellwether cringes. Bellwether: 'That's a fun little name he likes to use'"	Bellwether	1	Film; Script 71	71

Griz/Cody & Bogo – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Boss	Griz	“He takes his leadership and superiority for granted.”	“a natural leader”	Bogo	6	Essential Guide 52	
2	Challenged, Dismissive/ Impatient/ Exasperated toward underlings	Griz	“He gets exasperated that Fuzz and his nobodies keep irritating him... and challenging him.”	“Dislikes: disobedience, time wasters”	Bogo	6	Essential Guide 21	
3	Boss, Challenged, Dismissive/ Impatient/ Exasperated toward underlings			“You’re fired.... Insubordination!”	Bogo		Cinestory 145-146	36
4	Dismissive/ Impatient/ Exasperated toward underlings			"Do you lose patience quickly? Yes: You are Chief Bogo."	Bogo		Essential Guide 52	
5	Dismissive/ Impatient/ Exasperated toward underlings			"Top 3 things that annoy Chief Bogo: 1. The mayor interfering in police matters. 2. Bunny Cops with delusions of grandeur. 3. Donut crumbs on case files."	Bogo		Essential Guide 19	
6	Dismissive/ Impatient/ Exasperated			"Shut your mouth, Wilde."	Bogo		Cinestory 360	108

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Griz/Cody & Bogo – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
	toward underlings							
7	Dismissive/ Impatient/ Exasperated toward underlings	Griz	others are referred to as "nobodies" when writing about Griz's point of view	Judy: "You probably forgot, but I was top of my class at the academy." Bogo: "Didn't forget. Just don't care."	Bogo	6	Cinestory 71	19
8	Dismissive/ Impatient/ Exasperated toward underlings			"There are some new recruits with us I should introduce. But I'm not going to, because I don't care."	Bogo		Cinestory 68	18
9	Dismissive/ Impatient/ Exasperated toward underlings			"We have some new recruits with us this morning, including our first fox. Who cares."	Bogo		Cinestory 360	108
10	Dismissive/ Impatient/ Exasperated toward underlings			"You are going to tell her you're a former meter maid with delusions of grandeur"	Bogo		Cinestory 146	36
11	Challenged	Griz	"Monty mercilessly makes fun of him [Griz/Kody], like a court jester."	Bogo: "Who cares" Nick: "You should have your own line of inspirational greeting cards, sir."	Bogo	6	Cinestory 360	108
12	Goliath	Griz	[Image] "Goliath"	"Big and intimidating"	Bogo	12	Essential Guide 20	
13	Goliath			"Strong, muscled arms"	Bogo		Essential Guide 21	

Griz/Cody & Bogo – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
14	Football	Griz	"Plays on the football team"	[Bulpen acts like football locker room]	Bogo	6	Cinestory 64-67	18
15	Griz	Griz	"Griz"	"grizzled"	Bogo	17	Essential Guide 20	

Max & Yax – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Runs watering hole meeting place, behind a bar	Max	“he runs a bar....THE WATERING HOLE”	“on Mystic Spring Oasis's front desk”	Yax	6	Essential Guide 42	
2	Runs watering hole meeting place			"ice-cold drinking fountains help guests cool down"	Yax		Essential Guide 41	
3	Runs watering hole meeting place	Max	"The gang hangs out there"	"This awesome spa is the best place in the city to chill out and feel good. Dudes of all types are seriously welcome here... victors can relax"	Yax	6	Essential Guide 40	
4	Oblivious / not too bright	Max	"so dense and self-absorbed that he is completely oblivious", "Not too bright"	"This laid-back dude doesn’t seem to notice much going on around him."	Yax	6	Essential Guide 42	
5	Oblivious / not too bright			"In the zone: Yax won’t let guests interrupt his meditation. The more they try to bother him, the louder he chants. At first he thinks Judy has come to sell Bunny Scout Cookies!" ; Judy: "Hi..." Yax: "Oooooooooohmmm mmmmm." Judy: "Um, hello?" Yax: "OOOOOOOOOOHH"	Yax		Essential Guide 42; Cinestory 160	42

Max & Yax – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				MMMMMMMMMMMM! " Judy: "Hello! My name is --" Yax: "Ooo, you know, I'm gonna hit the pause button right there, 'cause we are all good on bunny scout cookies."				

Cha-Cha & Gazelle – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
1	Beautiful, Divine	Cha-Cha	"Gorgeous sex goddess cheerleader"	Clawhauser: "Are you familiar with Gazelle? Greatest singer of our lifetime -- yeah no, you gotta check it out. So good."	Gazelle	6	Cinestory 226 61
2	Performer, Beautiful, Sexy, Sex symbol			[performance, sexy dancing]	Gazelle		Film [Closing credit sequence]
3	Men infatuated, sex symbol	Cha-Cha	"Fuzz and the others, who can't help falling for her"	"Clawhauser is a huge fan of musical pop sensation, Gazelle"	Gazelle	6	Essential Guide 20, Cinestory 226 61
4	Men infatuated, sex symbol			"You are one hot dancer Chief Bogo"	Gazelle		Cinestory 285 78
5	Men infatuated, sex symbol			[whole cast dances at performance]	Gazelle		Film [Closing credit sequence]
6	Flirtatious	Cha-Cha	"flirts"	[performance, sexy dancing]	Gazelle	6	Film [Closing credit sequence]
7	Mascot of society/ Cheerleader	Cha-Cha	"cheerleader"	"I'm Gazelle, welcome to Zootopia"	Gazelle	6	Film; Script 15 15
8	Mascot of society/ Cheerleader			[dressed like cheerleader]	Gazelle		Film [Closing]

Cha-Cha & Gazelle – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
							credit sequence]	
9	Flirtatious			"You are one hot dancer Chief Bogo" Clawhauser: "You have the app too? Oh, chief..."	Gazelle		Cinestory 285-287	78
10	Praised	Cha-Cha	"praised"	"Greatest singer of our lifetime -- angel with horns"	Gazelle	6	Cinestory 226	61
11	Latin character w/ African species	Cha-Cha	"Cha-Cha"	[speaks in Spanish]	Gazelle	1	Film [Closing credit sequence]	

Monty & Flash – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
1	Resigned	Monty	“He has no hope that he can change or improve”	“I am doing just as well as I can be”	Flash	4	Cinestory 177-178 47
2	Resists change, unflappable	Monty	“Hugo the Aardvark constantly tries to improve Monty; who just laughs at the absurdity of it.”	[Judy pleads with Flash to go faster, but he just ends up telling a joke with Nick]	Flash	4	Cinestory 176-184 46-50
3	Deflates Hugo/Judy	Monty	“Every now and then, Hugo puffs up and feels very proud of his advancements. Inevitably, Monty will make a truthful remark that punctures him like a balloon and Hugo will deflate and shrivel up.”	“Officer Judy Hopps, ZPD” [Judy puffs up] “AGGGGGGGHHH!” [Judy deflates]	Flash	4	Cinestory 177-184 47, 50
4	Can be bought off	Monty	“he loves creature comforts and can be bought off. So he is easily recruited into schemes”	“Favor from a friend: It’s a good thing that Nick has a longtime pal who works at the DMV”	Flash	4	Essential Guide 45
5	Can be bought off			Nick: “I owe ya”	Flash		Cinestory 186 50
6	Cares about appearance despite slothfulness	Monty	“He puts great store in appearances”	“It takes Flash an hour to tie his tie”	Flash	4	Essential Guide 47
7	Cares about appearance despite slothfulness			[Drives a red sports car]	Flash		Cinestory 367 109

Monty & Flash – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
8	Cares about appearance despite slothfulness			“Doesn’t move enough to wrinkle his shirt”	Flash		Essential Guide 47	
9	Lazy / slow	Monty	“monumentally lazy”	“won’t be quick” “You want it when?” ; "YOU WANT IT WHEN?" is written on Flash's coffee mug	Flash	4	Essential Guide 46, 45, Cinestory 173-185	
10	Lazy / slow			“Never too busy to share a good joke with one other.” ; "Hey, Priscilla, what do you call a three humped...”	Flash		Essential Guide 46, Cinestory 182	49-50
11	Lazy / slow			"DMV employee" ; [Flash is shown working at the DMV]	Flash		Essential Guide 47, Cinestory 173-185	
13	Lazy / slow	Monty	“highly unreliable”	“Paperwork mountain.... paperwork tends to pile up!”	Flash	4	Essential Guide 46	
14	Lazy / slow			“takes so long to look up a plate number...that it is dark when they finally leave”	Flash		Essential Guide 47, Cinestory 186	50

Fuzz & Finnick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
1	Teamed with Roscoe/Nick	Fuzzy	"Fuzz and Roscoe are often teamed in episodes"	"Partners in crime: Finnick and Nick work together.... They make a good team"	Finnick	1	Essential Guide 29	
2	Teamed with Roscoe/Nick			[Shown working together]	Finnick		Cinestory 85-105	21
3	Mistaken for cute, Cute but Crooked / Angry			“Tricky Finnick: This adorable fox really did look like an innocent kid with his pacifier, but he turned out to be a crook.”	Finnick		Essential Guide 60	
4	Mistaken for cute, Cute but Crooked / Angry			“Finnick is a teeny-tiny sweet looking fennec-fox—who also happens to be a talented con artist.”	Finnick		Essential Guide 28	
5	Mistaken for cute, Cute but Crooked / Angry			"Finnick may look like a toddler, but he doesn't sound like one! His deep voice is super low"	Finnick		Essential Guide 29	
6	Little Napoleon	Fuzzy	“consumed with unbridled ambition.”	“Ambitious, irritable”	Finnick	1	Essential Guide 29	
7	Belittled, Mistaken for cute	Fuzzy	“Nobody takes him seriously as a lover or a leader, and this really burns him.”	“Nick’s jokes about Finnick’s diapers and size get old pretty fast.”	Finnick	1	Essential Guide 29	
8	Belittled, Mistaken for cute, cute but crooked / angry	Fuzzy	“very foul tempered, biting and scratching anyone who treats him as inconsequential or cute.”	“You kiss me tomorrow, I’ll bite your face off.”	Finnick	1	Essential Guide 28, Cinestory 105	25
9	Mistaken for cute	Fuzzy	"He hates that the zoo has named him Fuzz."	Judy: "Hey, little Toot Toot"	Finnick	1	Cinestory 96	24

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Fuzz & Finnick – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
10	Belittled, Mistaken for cute	Fuzzy	"He's frequently rescued by the zookeeper, who thinks he's really cute and helpless"	"Finnick never gets caught by the police. Years of wearing cute baby mammal costumes (the elephant outfit works every time) have made him an expert in seeming innocent."	Finnick	2	Essential Guide 28	
11	Belittled, Mistaken for cute			"Finnick loves to drive his van.... he sometimes gets pulled over for underage driving"	Finnick		Essential Guide 29	
12	Escapes	Fuzzy	"things always go wrong, and Fuzz always escapes, leaving Hugo and Roscoe holding the bag" , "Fuzz always manages gets away unharmed"	"Finnick never gets caught by the police. Years of wearing cute baby mammal costumes (the elephant outfit works every time) have made him an expert in seeming innocent."	Finnick	3, 6	Essential Guide 28	
13	Leaves others with consequences			[Judy arrests Nick, lets Finnick go] "Have fun working with the Fuzz!"	Finnick		Cinestory 156-157	41

Quilty & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias							
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation Script Page
1	Big hair	Quilty	“big hair”	"wool piled high"	Bellwether	6	Essential Guide 36
2	Big hair			[Nick plays with wool] "So fluffy!"	Bellwether		Cinestory 253 70
3	Poor relationship with insensitive male partner	Quilty	"she is miserable being married to Max and constantly complains"; "he [Max] is so dense and self-absorbed that he is completely oblivious to her inner needs. They have a terrible marriage, but he doesn't realize it"	"Lionheart barely seems to notice her"	Bellwether	6	Essential Guide 37
4	Miserable / complains, Poor relationship with insensitive male partner	Quilty	"she is miserable being married to Max and constantly complains"	"Underestimated. Under-appreciated. Aren't you sick of it?"	Bellwether	6	Cinestory 345 103
5	Miserable / complains, Poor relationship with insensitive male figure			"I never get to do anything this important" "I'm more of a glorified secretary. I think Mayor Lionheart just wanted the sheep vote"	Bellwether		Cinestory 254 71
6	Complains			"oh, mutton chops"	Bellwether		Cinestory 253 70
7	Complains			Lionheart: "Smellwether" Bellwether: "That's a	Bellwether		Film; [quote] 71

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FIRST AMENDED COMPLAINT EXHIBIT 6

Quilty & Bellwether – Character Similarities between Goldman’s and Disney’s Zootopias								
#	Trait	Goldman Character	Goldman Quote	Disney Quote	Disney Character	Registered Work Page	Disney Citation	Script Page
				fun little name he likes to use. I called him Lionfart once, he did not care for that. Let me tell you it was not a good day for me"			omitted in Cinestory]	
8	Not attractive	Quilty	"not too attractive"	[image]	Bellwether	6	Cinestory 31	

EXHIBIT 7

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
1	Fuzz and Roscoe team on schemes	Fuzz Roscoe	"Fuzz and Roscoe are often teamed in episodes"	"Partners in crime: Finnicks and Nick work together.... They make a good team"	Finnicks Nick	1	Essential Guide 29	
2				[Shown working together]	Finnicks Nick		Cinestory 85-105	21
3	Fuzz organizes others in a coup against those at the top to take over Zootopia	Fuzz	"Fuzz really wants to challenge Kody [Griz] the Bear for leadership of the animals", "to overthrow the rule of the big, strong, and pretty."	"Predators; they may be strong and loud, but prey outnumber predators 10 to 1. Think about it—90 percent of the population, united against a common enemy"	Bellwether	1, 2	Cinestory 345	103
4				Judy: "So that's it? Prey fears predator, and you stay in power?"	Bellwether		Cinestory 351	104
5				"Dislikes: Predators always being in power"	Bellwether		Essential Guide 37	
6				"believes that it is super important for the "little guys" to stick together." "Little Guys together... Bellwether sees Judy as a fellow "little guy,"	Bellwether		Essential Guide 36	

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
7				“has some unusual ideas about prey animals. Are there things that she isn't telling me”	Bellwether		Essential Guide 59	
8		Fuzz	“He assures them that they will receive great rewards and benefits when his wild schemes succeed”	“Just call me if you ever need anything, okay? And you've always got a friend at city hall, Judy.”	Bellwether	1	Cinestory 147	37
9		Fuzz		“get them!” [leader of rams]	Bellwether		Cinestory 343	102
10		Fuzz	“There comes a point where Fuzz has unified them into an effective team”	“Think about it--90 percent of the population, united against a common enemy. We'll be unstoppable.”	Bellwether	1	Cinestory 345	103
11	Fuzz manipulates Hugo into cooperating (in part using praise and acceptance)	Fuzz Hugo	“Hugo craves praise and acceptance. Consequently, Fuzz is always able to manipulate him into doing his bidding. He tricks Hugo into a project, telling	Bellwether: “I just heard officer Hoppps is taking the case!.... I'd say the case is in good hands! Us little guys really need to stick together! Right?” Judy: “Like glue!” Bellwether: “Good one! Just call me if you ever need anything, okay? And you've always	Bellwether	3	Cinestory 146-147	37

Plot Similarities between Goldman’s and Disney’s Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
			Hugo that it will make him popular – and that no one will get hurt. But things always go wrong”	got a friend at city hall, Judy.”				
12				“Congratulations, Officer Hopps.... You know, it’s a really proud day for us little guys!”	Bellwether Judy		Cinestory 30	11
13				“I am so proud of you, Judy. You did just a super job I’ll go ahead and I’ll just take that case now.”	Bellwether Judy		Cinestory 340	101
14				“We’re on the same team, Judy! Underestimated. Under-appreciated. Aren’t you sick of it?... We’ll be unstoppable.”	Bellwether Judy		Cinestory 345	102-103
15			“telling Hugo that it will make him popular – and that no one will get hurt. But things always go wrong”	Judy: “What are you going to do? Kill me?” Bellwether: “Of course not... He is.”	Bellwether Judy	3	Cinestory 347	103

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
16		Fuzz Hugo	"Hugo craves praise and acceptance. Consequently, Fuzz is always able to manipulate him into doing his bidding. He tricks Hugo into a project, telling Hugo that it will make him popular – and that no one will get hurt. But things always go wrong"	[Finnick gets Judy to buy a popsicle for him by playing cute]	Finnick Judy	3	Cinestory 85-93	23
17	Fuzz succeeds but goes to far	Fuzz	"There comes a point where Fuzz has unified them into an effective team; and they could all stop and realize a gain. But Fuzz won't be satisfied until he's the Big Man in the Zoo; so he goes too far and fails"	Judy: "So that's it? Prey fears predator, and you stay in power? It won't work" Bellwether: "Fear always works. And I'll dart every predator in Zootopia to keep it that way."	Bellwether	1-2	Cinestory 351	104

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
18				Judy: "It's your word against yours." Bellwether (recorded) "And I'll dart every predator in Zootopia to keep it that way"	Bellwether		Cinestory 356	105
19		Fuzz		"Former Mayor Dawn Bellwether is behind bars today, guilty of masterminding the savage attacks that have plagued Zootopia"	Bellwether		Cinestory 357	106
20	Fuzz escapes without harm, but leaves others holding the bag	Fuzz	"things always go wrong, and Fuzz always escapes, leaving Hugo and Roscoe holding the bag"	"Finnick never gets caught by the police. Years of wearing cute baby mammal costumes (the elephant outfit works every time) have made him an expert in seeming innocent."	Finnick	3	Essential Guide 28	
21		Fuzz	"Fuzz always manages to get away unharmed"	"Finnick never gets caught by the police. Years of wearing cute baby mammal costumes (the elephant outfit works every time) have made him an expert in seeming innocent."	Finnick	6	Essential Guide 28	

Plot Similarities between Goldman’s and Disney’s Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
22		Fuzz	“He’s frequently rescued by the zookeeper, who thinks he’s really cute and helpless”	“Finnick never gets caught by the police. Years of wearing cute baby mammal costumes (the elephant outfit works every time) have made him an expert in seeming innocent.”	Finnick	2	Essential Guide 28	
23		Fuzz	“But things always go wrong, and Fuzz always escapes, leaving Hugo and Roscoe holding the bag.”	Judy: “Mayor Lionheart, you have the right to remain silent. Anyth--” Lionheart: “You don’t understand! I was trying to protect the city!”	Bellwether	3	Cinestory 288	79
24				“Tricky Finnick: This adorable fox really did look like an innocent kid with his pacifier, but he turned out to be a crook.”	Finnick		Essential Guide 60	
25				“Finnick is a teeny-tiny sweet looking fennec-fox—who also happens to be a talented con artist.”	Finnick		Essential Guide 28	
26				“Finnick may look like a toddler, but he doesn’t sound like one! His deep voice is super low”	Finnick		Essential Guide 29	

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
27		Fuzz	"Nobody takes him seriously as a lover or a leader, and this really burns him."	"Nick's jokes about Finnicks' diapers and size get old pretty fast."	Finnick	1	Essential Guide 29	
28		Fuzz	"very foul tempered, biting and scratching anyone who treats him as inconsequential or cute."	"You kiss me tomorrow, I'll bite your face off."	Finnick	1	Essential Guide 28, Cinestory 105	27
29		Fuzz	"He hates that the zoo has named him Fuzz."	Judy: "Hey, little Toot Toot"	Finnick	1	Cinestory 96	24
30		Fuzz	"He's frequently rescued by the zookeeper, who thinks he's really cute and helpless"	"Finnick never gets caught by the police. Years of wearing cute baby mammal costumes (the elephant outfit works every time) have made him an expert in seeming innocent."	Finnick	2	Essential Guide 28	
31		Fuzz	"he looks cute, but he's a little Napoleon"	"Sweet-looking scammer: Check out this seemingly meek sheep! Her big, wide eyes and white curls make her look all soft and fuzzy,	Bellwether	1	Essential Guide 61	

Plot Similarities between Goldman's and Disney's Zootopias								
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				right? Look again, my friend. Look again. This power-hungry criminal mastermind was looking out for herself.”				
32	Fuzz is treated as inconsequential	Fuzz	“Nobody takes him seriously as a lover or leader, and this really burns him.”	“Underestimated. Underappreciated. Aren't you sick of it?”	Bellwether	1	Cinestory 345	103
33				“Pushed Aside”	Bellwether		Essential Guide 37	
34				“I never get to do anything this important” “I'm more of a glorified secretary. I think Mayor Lionheart just wanted the sheep vote”	Bellwether		Cinestory 254	71
35				“Lionheart barely seems to notice her”	Bellwether		Essential Guide 37	
36				[Underfoot during graduation ceremony, pushed aside]	Bellwether		Cinestory 29-31, Film	11
37	Roscoe pulls pranks	Roscoe	“A Prankster”	“B [Mr. Big] is mad at A [Nick Wilde] for selling him a pricey rug—made	Nick	2	Essential Guide 58	

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				with the fur from a skunk's butt."				
38		Roscoe	"sets up situation where [characters] are tempted, act badly—and then he is there to benefit from their comeuppance and punishment"	"Experienced swindler" "Hustler"	Nick	3	Essential Guide 26	
39				"Likes gullible animals"	Nick		Essential Guide 27	
40				"the way that Nick sees it, there's nothing wrong—or illegal—in being smarter than your customers."	Nick		Essential Guide 30	
41	Roscoe pulls pranks that don't hurt anyone	Roscoe	"He never actually hurts anyone. He merely sets up situations where they are tempted, act badly –and then he is there to benefit from their comeuppance and punishment."	Judy: "Hey! No one tells me what I can or can't be! Especially not some jerk who never had the guts to be anything more than a popsicle hustler.... I am not a dumb bunny!" Nick: "Right.... And that's not wet cement." [Judy is standing in wet cement]	Nick	3	Cinestory 111-113	27

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
42				Judy: "You wasted the day on purpose....does seeing me fail somehow make you feel better?" Nick: "Yes it does. 100%"	Nick		Film; [quote omitted in Cinestory]	51
43	Roscoe pulls pranks that get in the way of his, or the group's success	Roscoe	"He takes pride in his obnoxious behavior, which he serves up as a form of justice."	Judy: "You wasted the day on purpose....does seeing me fail somehow make you feel better?" Nick: "Yes it does. 100%"	Nick	2	Film; [quote omitted in Cinestory]	51
44		Roscoe	"He likes to play pranks and cause trouble, especially to pretentious "people" with airs of being elegant."	Nick: "I uh, may or may not have sold him a very expensive wool rug.... That was made from the fur of ... skunk's... butt."	Nick	2	Cinestory 198	54
45				Mr. Big: "I trusted you, Nicky... I welcomed you into my home... we broke bread together.... And how did you repay my generosity? With a rug.... Made from the butt of a skunk. A skunk-butt rug."			Cinestory 204	56
46		Roscoe	"Does he deserve to be loved? Definitely. Will he	"I trusted you, Nicky... I welcomed you into my home... we broke bread	Nick	3	Cinestory 204	56

Plot Similarities between Goldman’s and Disney’s Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
			ever... agree to be loved?”	together.... And how did you repay my generosity? With a rug.... Made from the butt of a skunk. A skunk-butt rug.”				
47		Roscoe	“Does he deserve to be loved? Definitely. Will he ever actually be loved; or agree to be loved by a female who wants him? An, that is the eternal question in these cartoons.”	Judy: “Nick, you are so much more than that...” Nick: “Boy, look at that traffic down there... How about we go to chuck in traffic central—Chuck, how are things looking on those jam cams”	Nick	3	Cinestory 250	68
48	Roscoe rejects affection	Roscoe	“Does he deserve to be loved? Definitely. Will he ever actually be loved; or agree to be loved by a female who wants him? Ah, that is the eternal question in these cartoons.”	Judy: “Nick, you are so much more than that...” [Judy reaches out and touches Nick. Nick recoils and changes the subject] Nick: “Boy, look at that traffic down there... How about we go to chuck in traffic central—Chuck, how are things looking on those jam cams”	Nick	3	Cinestory 250	68

Plot Similarities between Goldman's and Disney's Zootopias								
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49	Hugo tries over and over to accomplish the impossible, fails	Judy	"Hugo believes that an animal can be whatever he wants to be. Our characters he believes are the result of our environment and will. There is no such things as 'animal nature.' 'If you want to be an elephant, you can be an elephant.'"	"I am going to be... A police officer!" "Anyone can be anything"	Judy	3	Cinestory 6-7, 8	2-3
50		Judy	"He is incredibly optimistic; refusing to believe that his fate is to remain a dork forever; despite the fact that all of his plans at self-improvement prove to be complete failures."	"I don't want to be a meter maid... I wanna be a real cop!"	Judy	3	Cinestory 140	35
51				"And that dream of becoming a big city cop? Double whoopsie! She's a	Judy		Cinestory 109-111	27

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#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
				meter maid.... And soon enough those dreams die and our bunny sinks into emotional and literal squalor.... ‘Til finally she has no choice but to go back home... to become... a carrot farmer” Judy: “Hey! No one tells me what I can or can’t be!”				
52		Judy	“He wants to acquire the skills, knowledge, and techniques to become successful and popular. But he will never, ever, ever succeed.”	“Every young mammal has multitudinous opportunities”	Judy	3	Cinestory 4	2
53		Hugo	“his friends...can see clearly that he is a hopeless case, and all his efforts have been futile”	“Aw... that poor little bunny’s gonna get eaten alive”	Judy	3	Cinestory 63	17
54				“Bunny cop. That’s the most stupidest thing I ever heard!”	Judy		Cinestory 7	3

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#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
55				"It's okay to have dreams so long as you don't believe in them too much"	Judy		Cinestory 11	5
56				"You'll never be a real cop"	Judy		Cinestory 114	28
57				"there's no way she's cut out to be a real cop!"	Judy		Essential Guide 19	
58				"Life isn't some cartoon musical where you sing a little song and your insipid dreams magically come true. So let it go!"	Judy		Cinestory 141	35
59				"You're a former meter maid with delusions of grandeur who will not be taking the case!"	Judy		Cinestory 146	36
60				"You should have just stayed on the carrot farm, huh?"	Judy		Cinestory 347	103
61		Hugo	"He will never, ever, ever succeed"	Instructor: "Just quit and go home, Fuzz Bunny!" Stu: "There's never been a bunny cop" Bonnie: "Never" Stu: "Never" Gideon: "-- You're just a	Judy	3	Cinestory 25	9

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				stupid, carrot-farmin' dumb bunny"				
62	Hugo offers friendship and help, is useless / rejected, but is the only one willing to help	Hugo	"he is always ready to help his buddies"	"Hobbies: Helping others"	Judy	3	Essential Guide 6	
63				"I will find him [Emmitt Otterton]"			Cinestory 143	36
64		Hugo	"but...they would rather do without his help"	Judy: "Sir, I got the bad guy. That's my job." Bogo: "Your job is putting tickets on parked cars"	Judy	3	Cinestory 139	34
65				"Hey Meter Maid! Wait for the real cops"	Judy		Cinestory 130	32
66	Hugo tries to recruit others into his self-help program	Hugo	"he is constantly trying to improve other people as well – helpfully pointing out their flaws and cheerfully offering to bring them into his groups and programs"	"Officer Hopps. You ready to make the world a better place?"	Judy	3	Essential Guide 25; Cinestory 65	18

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#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
67				"You know, I think you'd actually make a pretty good cop"	Judy		Cinestory 259	73
68				"This is Zootopia, anyone can be anything!"	Judy		Essential Guide 6, 14, 22-23; Cinestory 6, 8, 93, 358; Film	24
69				"Judy hands out Junior Officer badge stickers to encourage children to follow their dreams"	Judy		Essential Guide 24, Cinestory 93	24
70				Nick: "Am I a cop? No. I'm not" Judy: "Funny you should say that... because, well, I've been thinking. It would be nice to have a partner."	Judy		Cinestory 290-291	80
71	Monty discourages others, tries to talk to others into giving up. Hugo and Monty try to convince each other	Hugo Monty	"[Monty] sees through all the others; and is highly principled about speaking the truth" "He has no hope that he... or anyone else can change or improve." "calls a	"Tell me if this story sounds familiar: Naive little hick with good grades and big ideas decides, "Hey lookit me, I'm gonna move to Zootopia -- where predators and prey live in harmony and sing kumbaya!" Only to find --whoopsie, we don't all get along. And that	Judy Nick	4	Cinestory 109	27

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			spade a spade, to their faces; and is a devastating critic.” “He tells Hugo, “Don’t be impressed by Fuzz. Look at all he’s got going for him; and he’s miserable.”“	dream of becoming a big city cop? Double whoopsie! She’s a meter maid. And whoopsie number threesie -- no one cares about her or her dreams”				
72				“And soon enough those dreams die and our bunny sinks into emotional and literal squalor, living in a box under a bridge. ‘Til finally she has no choice but to go back home with that cute fuzzy-wuzzy little tail between her legs to become --You’re from Bunnyburrow, is that what you said? So how about a carrot farmer? Does that sounds right?”	Judy Nick		Cinestory 109-110	27
73				“Alright look—everyone comes to Zootopia thinking they can be anything they want. Well, you can’t. You	Judy Nick		Cinestory 111-112	27-28

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				can only be what you are. Sly Fox. Dumb bunny.”				
74		Monty	“He’s incredibly pessimistic and negative. He has no hope that he can change or improve; or that anyone else can change or improve. Consequently, he accepts people the way they are”	“What? Are you saying that because he’s a sloth he can’t be fast? ..I thought in Zootopia, anyone could be anything.” [Sarcastic]	Nick	4	Cinestory 175	46
75		Monty	“He has no hope that he can change or improve; or that anyone else can change or improve. Consequently, he accepts people the way they are”	“There is no shame in calling it quits.”	Nick	4	Cinestory 162	43
76				Judy: “You wasted the day on purpose...does seeing me fail somehow make you	Nick		Film; [quote omitted in Cinestory]	51

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#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
				feel better?" Nick: "Yes it does. 100%"				
77		Hugo Monty	"Hugo the Aardvark constantly tries to improve Monty; who just laughs at the absurdity of it."	"Nick, you are so much more than that"	Judy Nick	4	Cinestory 250	68
78				Judy: "Look at you. Well done Jr. detective. You know, I think you'd actually make a pretty good cop." Nick: "How dare you."	Judy Nick		Cinestory 259	73
79	Monty is impervious to Hugo's attempts to change him	Hugo Monty	"Hugo the Aardvark constantly tries to improve Monty; who just laughs at the absurdity of it."	[Judy pleads with Flash to go faster, but he just ends up telling a joke with Nick]	Judy Flash	4	Cinestory 176-184	46-50
80	Monty deflates Hugo	Hugo Monty	"Every now and then, Hugo puffs up and feels very proud of his advancements. Inevitably, Monty	Judy: "I am not a dumb bunny!" [Judy puffs up] Nick: "Right... And that's not wet cement." [Judy deflates]	Judy Nick	4	Cinestory 112-113	27-28

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			will make a truthful remark that punctures him like a balloon and Hugo will deflate and shrivel up.”					
81				Judy: “Do you know him? “Nick: “I know everybody. [Judy puffs up] I also know that somewhere there’s a toy store missing its stuffed animal” [Judy deflates]	Judy Nick		Cinestory 152-153	40
82		Hugo Monty	“Every now and then, Hugo puffs up and feels very proud of his advancements. Inevitably, Monty will make a truthful remark that punctures him like a balloon and Hugo will deflate and shrivel up.”	“Officer Judy Hopps, ZPD” [Judy puffs up] “AGGGGGGGHHHH!” [Judy deflates]	Judy Flash	4	Cinestory 177-184	47, 50
83	Monty is bought off	Monty	“he loves creature comforts and can be bought off. So he is easily	“Favor from a friend: It’s a good thing that Nick has a	Nick Flash	4	Essential Guide 45	

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			recruited into schemes"	longtime pal who works at the DMV"				
84				Nick: "I owe ya"	Nick Flash		Cinestory 186	50
85	Monty impedes plans that he is drawn into	Monty	"People keep forcing him to choose sides; so he sabotages both sides."	Judy: "You wasted the day on purpose... does seeing me fail somehow make you feel better?" Nick: "Yes it does. 100%"	Nick	4	Film; [quote omitted in Cinestory]	51
86	Mimi tries to gain the respect of others	Mimi	"She wants to be loved and considered special."	"I don't want to be a meter maid... I wanna be a real cop!"	Judy	5	Cinestory 140	35
87				"There are 14 missing mammal cases?... So I can handle one. You probably forgot, but I was top of my class at the academy."	Judy		Cinestory 71	18
88		Mimi	"No matter what good advice she gives... they just laugh her off as being absurd"	"Underestimated. Under-appreciated"	Judy	5	Cinestory 345	103
89				"there's no way she's cut out to be a real cop!"	Judy		Essential Guide 19	

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#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
90				"You'll never be a real cop. You're a cute meter made though."	Judy		Cinestory 114	28
91				"smarter than she looks"	Judy		Essential Guide 61	
92				Judy: "I believe he, and this jaguar... they went savage, sir." Bogo: "Savage? This isn't the stone age, Hopps. Animals don't go savage.... Or maybe any aggressive predator looks savage to you rabbits."	Judy		Cinestory 237-239	64
93				Judy: "You probably forgot, but I was top of my class at the academy." Bogo: "Didn't forget. Just don't care."	Judy		Cinestory 71	19
94				"No one cares about her or her dreams"	Judy		Cinestory 108	27
95				"dumb bunny"	Judy		Cinestory 112	28
96				"Officer Toot-toot"	Judy		Cinestory 151	39

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97				"Naïve little hick with good grades and big ideas"	Judy		Cinestory 109	27
98				"You're a former meter maid with delusions of grandeur who will not be taking the case!"	Judy		Cinestory 146	36
99				"Bunny cop. That's the most stupidest thing I ever heard!"	Judy		Cinestory 7	3
100		Mimi	"hangs out with our gang because, as outcasts among the snobby exotic Zoo animals, they are willing to have her as a friend." "The five of them form a gang."	"Rhinceros officer McHorn and his colleagues don't feel very friendly toward the new recruit"	Judy	5, 1	Essential Guide 19	
101				[Large police officers look down their nose at Judy]	Judy		Cinestory 63, 65	
102		Mimi	"The only wild animal in the show"	"I thought Judy was just some dumb bunny from the countryside."	Judy	5	Essential Guide 61	

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103				"country bunny Judy"	Judy		Essential Guide 38	
104				"I just naturally assumed you came from some little carrot-choked Podunk, no?"	Judy		Cinestory 108	27
105				"Little hick"	Judy		Cinestory 109	27
106	Mimi saves her friends	Mimi	"but she is also very brave, and she never abandons her buddies. She always finds a way to rescue them."	"Courage" "Determined Judy"	Judy	5	Essential Guide 6	
107				"Carrots, you just saved my life." , [saves Nick]	Judy		Cinestory 236, 230-236	63
108				Bogo: "Ma'am, our detectives are very busy." Mrs. Otterton: "Please there's gotta be somebody to find my Emmitt!" Judy: "I will find him."	Judy		Cinestory 142-143	36
109				"The thief kicks a giant ornamental donut sign at Judy... and nearly lands on a little shrew... but Judy	Judy		Essential Guide 33; Cinestory 134-135	33

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				catches it just in time"; "The weasel kicks the donut free.... sending it flying toward innocent civilians!" [Judy catches the donut]				
110				"She's the bunny that saved my life yesterday."	Judy		Cinestory 210	57
111				[Rescues Zootopia]	Judy		Cinestory 357	106
112				"Kindly return my friends' tickets.... You don't scare me, Gideon."	Judy		Cinestory 13-14	5
113	Mimi's small size allows her to come and go as she pleases and escape danger by going between bars	Mimi	"who can come and go as she pleases"	"the only cop who is small enough to chase a thief through the tiny entrance into Little Rodentia"	Judy	5	Essential Guide 7; Cinestory 129	32
114				[burrows into parking lot in tundra town]	Judy		Film; [omitted in Cinestory]	52
115				[Get's into closed subway through gate]	Judy		Cinestory 320 [clearer in film]	95
116			"Because she's wild and small,	[flushes herself down the toilet]	Judy	5	Cinestory 282-283	77

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			she can always get out of cages and achieve personal safety"					
117	Griz/Kody lords his position over others and defends his turf from ridiculous small upstarts	Griz	"He takes his leadership and superiority for granted."	"a natural leader"	Bogo	6	Essential Guide 52	
118				"head of the Zootopia Police Department"	Bogo		Carousel: "Chief Bogo"	
119		Griz	"Flaw is pride"	"Didn't forget. Just don't care"	Bogo	6	Cinestory 71	19
120		Griz	"He gets exasperated that Fuzz and his nobodies keep irritating... and challenging him."	"Dislikes: disobedience, time wasters"	Bogo	6	Essential Guide 21	
121				"You're fired.... Insubordination!"	Bogo		Cinestory 145-146	36
122				"Do you lose patience quickly? Yes: You are Chief Bogo."	Bogo		Essential Guide 52	

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123				“Top 3 things that annoy Chief Bogo: 1. The mayor interfering in police matters. 2. Bunny Cops with delusions of grandeur. 3. Donut crumbs on case files.”	Bogo		Essential Guide 19	
124				“Shut your mouth, Wilde.”	Bogo		Cinestory 360	108
125		Griz	others are referred to as “nobodies” when writing about Griz’s point of view	Judy: “You probably forgot, but I was top of my class at the academy.” Bogo: “Didn’t forget. Just don’t care.”	Bogo	6	Cinestory 71	19
126				“There are some new recruits with us I should introduce. But I’m not going to, because I don’t care.”	Bogo		Cinestory 68	18
127				“We have some new recruits with us this morning, including our first fox. Who cares.”	Bogo		Cinestory 360	108
128				“You are going to tell her you’re a former meter maid with delusions of grandeur”	Bogo		Cinestory 146	36

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129	Cha-Cha performs as a cheerleader	Cha-Cha	"Gorgeous sex goddess cheerleader"	"Are you familiar with Gazelle? Greatest singer of our lifetime -- angel with horns -- yeah no, you gotta check it out. So good."	Gazelle	6	Cinestory 226	61
130				[performance, sexy dancing]	Gazelle		Film [Closing credit sequence]	
131			"cheerleader"	"I'm Gazelle, welcome to Zootopia"	Gazelle	6	Film; [omitted from Cinestory]	15
132	Cha-Cha is adored by all males and encourages their adoration	Cha-Cha	"Fuzz and the others, who can't help falling for her"	"Clawhauser is a huge fan of musical pop sensation, Gazelle"	Gazelle	6	Essential Guide 20, Cinestory 226	61
133				"You are one hot dancer Chief Bogo"	Gazelle		Cinestory 285	78
134				[whole cast dances at performance]	Gazelle		Film [Closing credit sequence]	
135		Cha-Cha	"praised"	"Greatest singer of our lifetime -- angel with horns"	Gazelle	6	Cinestory 226	61
136	Max at work at the watering hole	Max	"he runs a bar....The Watering Hole"	"on Mystic Spring Oasis's front desk"	Yax	6	Essential Guide 42	

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137				“ice-cold drinking fountains help guests cool down”	Yax		Essential Guide 41	
138				“Yax’s surprising ability to remember every detail gives Judy and Nick the license plate of the car Otterton got into”	Yax		Essential Guide 43, Cinestory 167-169	44-45
139		Max	“so dense and self-absorbed that he is completely oblivious” “Not too bright”	“This laid-back dude doesn’t seem to notice much going on around him.”	Yax	6	Essential Guide 42	
140				“In the zone: Yax won’t let guests interrupt his meditation. The more they try to bother him, the louder he chants. At first he thinks Judy has come to sell Bunny Scout Cookies!”	Yax	6	Essential Guide 42, Cinestory 159-160	42
141	Max brings people together at his public space	Max	“The gang hangs out there”	“This awesome spa is the best place in the city to chill out and feel good. Dudes of all types are seriously welcome here... visitors can relax”	Yax	6	Essential Guide 40	

Plot Similarities between Goldman's and Disney's Zootopias								
#	Zootopia Plot	Goldman Character(s)	Goldman Quote	Disney Quote	Disney Character(s)	Registered Work Page	Disney Citation	Script Page
142				"Lionheart barely seems to notice her"	Bellwether		Essential Guide 37	
143				[Underfoot during graduation ceremony]	Bellwether		Cinestory 29-31, Film	11
144		Quilty	"she is miserable being married to Max and constantly complains"	"Underestimated. Under-appreciated. Aren't you sick of it?"	Bellwether	6	Cinestory 345	103
145				"I never get to do anything this important" "I'm more of a glorified secretary. I think Mayor Lionheart just wanted the sheep vote"	Bellwether		Cinestory 254	71
146				"oh, mutton chops"	Bellwether		Cinestory 253	70
147				Lionheart: "Smellwether" Bellwether: "That's a fun little name he likes to use. I called him Lionfart once, he did not care for that. Let me tell you it was not a good day for me"	Bellwether		Film; [quote omitted in Cinestory]	71

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Hero bullied as child, creating lifelong emotional scar	As a child, ZEKE, dorky and artistic, is bullied by big strong OOG (Eddie UGLESICH)—an emotional scar he never forgets	JUDY, a young bunny, is bullied by GIDEON GRAY, a big strong young fox—he tells her never to forget this moment, and she doesn't	“Zeke regales the daughter with stories of all the terrible things Oog did to him. Zeke the.... Geek/Freak/Meek/Weak/Bleak . ‘I have especially fond memories of the time you zipped me up in the equipment bag and left me in the locker room overnight.’”	18	7, 13-17	3, 5-7
Hero channels pain, humiliation, and eccentricity into aspirations	Craving respect, Zeke channels his pain, humiliation, and craziness into creating cartoons.	Craving respect, Judy channels her pain, humiliation, and absurd optimism into a burning ambition to become the first rabbit police officer.	“Zeke is like a little bit crazy. If he didn't have his characters and his show, people would probably say he was crazy”, “But because he's successful and he harnesses it constructively, it passes for eccentricity instead of insanity.”	16	8, 18, 19-28, 25	2-3, 7-10
Hero starts profession with inspiration	Zeke invents ZOOTOPIA, a whole cartoon universe, like LOONEY TUNES. He makes a cartoon out of it at college.	Judy graduates first in her class at the police academy.	“Zeke started out drawing cartoons for his college paper,”	16	28-31	10-11

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Parents worry about and discourage hero's aspirations	Zeke's parents worry about his future as an animator and want him to stay in town and join the family business, or at least get a law degree first. Zeke disdains the family business and is even somewhat ashamed of it.	Judy's parents worry about her future as a policeman in Zootopia. They want her to stay in town and join the family business. In truth, she disdains the family business and expects to do better.	"We told you to get a law degree, something to fall back on"	21	9-11, 32-35, (also 119-120)	3-5, 11-12, (29)
Hero studies and exercises at the same time	Zeke learns Italian while exercising	Judy studies from her textbook while doing sit-ups	"Trainer indulges him with a work-out while he learns Italian."	17	25	9
Hero moves to big city to pursue dreams	Zeke moves to the city and pursues his dream job (animator), having passed the first hurdle to being recognized for his talent and accomplishment (a deal for his show [presumably with Leon])	Judy moves to the city and pursues her dream job (cop), having passed the first hurdle to being recognized for her talent and accomplishment (welcomed by Lionheart)	"Zeke started out drawing cartoons for his college paper, then he got popular and a movie studio bought his cartoon strip and brought him to Hollywood and built a show out of it"	16	28-65	10-14
Hero's substantial success is not yet enough	This is already a triumph, but Zeke sees it as only as the beginning.	This is already a triumph, but Judy sees it only as the beginning, she wants to be on serious cases,	"This is going to open up a whole new career for me.", "he pitches a new show", "watching himself star in the animated version of hamlet"	20	71-72, (also 137-149, 140)	16-17, (35, 34-38)

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
		not just a cop in name only				
Hero is isolated from collaborators/peers	Zeke is isolated from his employees and collaborators due to his abusive behavior	Judy is isolated from her coworkers as they do not take her seriously	"he arrives at the studio, where he is treated with great deference", "He acts like a tyrant.... He puts down his staff when he disagrees with them"	17	63-72, 73-79, (also 123-136, 137-150, 151-158, 237-243)	17-19, 20, (30-33, 33-39, 39-42, 63-65)
Hero is obsessed with work	Zeke is obsessed with his work. Shown talking to himself about it (in character's voices)	Judy is obsessed with her work. She talks to herself about it. She gives out 200 tickets and chases Weaselton into Little Rodentia	"He dictates and acts out dialogue in six or seven cartoon voices as he drives, which makes people think he's crazy"	17	73-79, 123-125	20, 30-33
Partner introduced	Partner, Robin introduced (in media res)	Nick, not yet Judy's partner is introduced (partnered with Finnick)	"His partner in all this is Robin"	17	80-114 (Meet Nick), 151-158 (Nick becomes partner)	20-28, 39-42
Hero embarrasses him/herself in front of partner	Zeke feels embarrassed in front of Robin, exposing himself as a cruel bully	Judy feels embarrassed in front Nick (her soon to be partner) by stepping into wet cement after exposing herself as naïve	"your sympathy starts to shift.... Zeke tries to apologize as they walk away, 'Aw , Oog, I was just joking.'"	18	113-114	27-28

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Hero receives a call from mom	Zeke receives a call from home. (he doesn't take it).	Judy receives a call from home.	"He's too busy to talk when his mother calls long distance from Kansas"	17	118-121, (also 280)	28-30, (77)
Hero, overzealous, goes too far in pursuit of excellence	Zeke, overzealous in his pursuit of excellence, abuses his position and pisses people off.	Judy is accosted for giving tickets too readily, others call her self-serving instead of altruistic	"He acts like a tyrant.... He puts down his staff when he disagrees with them"	17	73-79, 111, 123-125	20, 27, 30-31
Hero disobeys boss in favor of personal values	Zeke remains determined to keep his "Zootopia" cartoon show great and pure, even if it means challenging Leon's authority.	Judy is determined to do good and catch bad guys, in this case Weaselton, even if it means challenging Bogo's authority	[Leon]"And the endorsements? Did you approve them?" [Zeke:] 'I'm not going to endorse that crap.' He improvises an endorsement for toxic waste [Leon:] 'Don't push me, Zeke. There's a lot of money in those endorsements.' [Zeke:] 'What are you going to do, Leon, get rid of me?I'm not willing to poison the bodies and souls and minds of children. Not now. Not ever.'"	19	125-149	31-38
Boss threatens to fire Hero	Leon threatens to fire Zeke.	Bogo tries to fire Judy	"Don't push me, Zeke. There's a lot of money in those endorsements."	19	145	36
Villain is the only one who was lower than hero in	ZEKE meets with a shrink, the one person who, when he was a kid,	Judy meets with Bellwether, the one person seemingly lower	"Tells Dad about his problems. Go to a shrink at the mental hospital where he had a brief	21	146-147, (also 30)	37

Similarity in Events between Goldman’s Looney and Disney’s Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
pecking order. The villain is small, unthreatening, seemingly trustworthy, and seems to help hero	Zeke bullied. The shrink, still small and seemingly unthreatening, behaves in a kind and helpful way.	on the totem pole than herself (Judy stands in front of Bellwether during her graduation and Bellwether is constantly bullied by mayor Lionheart). Bellwether, small and seemingly unthreatening, behaves in a kind and helpful way.	stay as a teenager. (Zeke the Freak) Shrink is one guy even Zeke picked on. Zeke tries to act like there’s no problem, that he’s not crazy. But we see that he is being barraged by his characters.”			
Hero relies on partner but is exploitative	From the beginning, Zeke has relied on Robin, his buddy / collaborator / friend / love-interest, to help him make his cartoons and achieve the success he could not have gained without her. He takes Robin for granted and does not consider her his equal.	Judy uses a “hustle” to get Nick to help her on the case (as she needs him in order to make progress). She takes Nick for granted (committing him to helping her for the whole of 48 hours) and does not consider him her equal.	“Robin... his only real friend, who’s been with him since the beginning. She went to junior high with him; and visited him when he had to go to the mental hospital for a while in tenth grade. She did the female voices for his very first home-made animations. She used to be his girlfriend. In fact, she was his fiancé when he made his big studio deal and came out to Hollywood. But then it all went to his head and he broke off their engagement. -- But they kept working together. She’s still the voice of the female characters, and an institution at the cartoon	17-18	151-158, 170-172	39-42, 45-46

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
			studio. She's the only person who can stand up to Zeke—and who he listens to.”			
Hero's work introduces the characters of Zootopia	Zeke's cartoon creations are introduced while the production of an episode is shown	The characters of Zootopia are met as Judy travels through the city solving her case	“In the course of the dubbing session, we see a cartoon... and get acquainted with the show, which is called... ZOOTOPIA!; Premise. Backstage at the zoo. Every morning, the animals punch in and go to work. At closing time, they punch out and go home. – It's a metaphor for life and for America.; High School kids, 15-17 years old; Four Outcasts; 1) Roscoe, a Hyena; 2) Hugo, an Aardvark; 3) Monty, a Sloth, 4) Fuzz, a Koala; Prom King and Queen; 5) Griz, a Bear; 6) Cha-Cha, a Cheetah; Wild Animal not in a cage; 7) Mimi, a Squirrel; Adults; 8) Max, an Ibex; 9) Miss Quilty, an Ostrich”	17	59-255, 59-63 (Clawhauser), 66-72 (Bogo), 80-114 (Nick and Finnick), 159-169 (Yax), 173-185 (Flash), 200-214 (Mr. Big), 252-255 (Bellwether)	16-72
Out of control Zootopian cartoon animals are sprung onto the hero	Zeke goes Loony. Without the creative outlet that kept him sane, Zeke's cartoon characters start to appear to him and	Manchas goes crazy, trying to kill Nick and Judy. It is revealed that cartoon animals from	“Starts to be haunted. Looks in the mirror. Sees one of his characters.” “His characters talk to him from the cereal boxes and toy shelves, punch	20, 24	217-233	59-63

Similarity in Events between Goldman’s Looney and Disney’s Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	interact with him as if they were real and independent. When Zeke reacts to them, he seems loony to the people around him. And in fact, Zeke is hallucinating, and he is loony.	Zootopia are going out of control.	him.” ; “All those characters he’s been ‘channeling’ for years -- well, now they are bottled up inside him with no outlet. Naturally, they escape from his psyche and enter his world -- as hallucinations. They live with him. Torture him. Advise him. And that causes him to behave very oddly.”			
The hero is chased by an animal, makes a call for help, ends up restrained with Zootopian animals surrounded by police, and is released by someone incredulous	Zeke is chased by dogs, makes a call for help to his mother, ends up restrained in a police cell with his Zootopian characters, and is released by his incredulous mother.	Judy is chased by Manchas, makes a call for help to Clawhauser ends up tied to Nick the Zootopian fox surrounded by police, and is released by the incredulous Chief Bogo.	“He breaks in. Gets trapped by the dogs. Security guards and cops come. Arrested. He’s at the police station. “You got one call.” Dials a number. Pained expression on his face.... “Hello..... Mom.” Alone in his cell – which is crowded with his characters. He is released onto his mother’s custody” “She’s still angry over her characterization on the show” “We told you to get a law degree, something to fall back on.”	21	224-239 (clearer in film)	60-64

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Only hero knows of Zootopian madness problem	Only Zeke can see the out of control animals	Only Judy and Nick know that animals are going savage. The police force doesn't believe them.	"Now everywhere he goes, he's got an entourage of cartoon characters that only he can see and hear — like Harvey."	20	218-243	59-65
Boss criticizes hero for being late on assignment	Leon upbraids Zeke for being years late on the Valentine's Day special.	Bogo tells Judy she's out of time to solve the case of Mr. Otterton	[Leon:] "How's the special coming' [Zeke:] 'it's coming' [Leon:] 'It's two years overdue.'"	18-19	240	64-65
Boss threatens to fire Hero	Leon threatens to fire Zeke.	Bogo tries to fire Judy	"Don't push me, Zeke. There's a lot of money in those endorsements."	19	240	64-65
Boss is mocked when trying to fire hero	Zeke mocks Leon's threat to fire him.	Nick mocks Bogo when he tries to fire Judy	"What are you going to do, Leon, get rid of me? ... So just let me do my job, and don't worry about a few extra million that are getting away..." "He [Zeke] mocks Leon on the show"	19	240-243	65
Hero must find a way to control out of control Zootopian cartoon animals	ZEKE must find a way to control the out of control ANIMATED animals FROM Zootopia so that they stop haunting and harassing him	Judy must find a way to find, control, and save the savage cartoon animals so that they are no longer a danger to her and to society	"His characters talk to him from the cereal boxes and toy shelves, punch him"; "Zeke's Shrink won't let him out unless Zeke can get his characters to go away and leave him alone. Which the	20, 25	251, (also 304-305)	69, (85)

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
			won't do until Zeke doesn't 'need ' them any more."			
Villain helps the hero deal with Zootopian madness	Zeke works to solve the mystery of his internal Zootopian madness, with his trusted SHRINK	Judy works with Bellwether to solve the mystery of the Zootopian madness and discover where Mr. Otterton has been taken.	"His psychiatrist makes him realize that his 4 characters are all him. And that he has to master them, integrate them."	22	253-260	70-73
Mad Zootopian animals locked into asylum	Zeke and the out of control animals from Zootopia get committed to an asylum – a loony bin.	Judy discovers that the missing animals have been committed to an asylum.	"Harassed by his characters, he gets into a terrible [car] accident", "He's been committed to the asylum"	22	261-284	75-78
Hero escapes from asylum	Zeke escapes from the asylum with Norman's help	Judy escapes from the asylum with Nick	"Norman helps him escape"	23	282-284	77-78
Hero has huge success, reaches peak	Zekes's show becomes a huge hit and he reaches the peak of his success. He is the face of his Zootopia franchise and gets to be interviewed on TV	Judy solves the case of the missing Zootopia animals and is recognized for her achievement (even being offered position of the "face" of the Zootopia police). Judy gets to be interviewed on TV	"and it became a worldwide sensation -- Like the Simpsons", "And Zeke is the show", "He's a publicity hound – always willing to step in at the last minute on Leno or Letterman."	16	287-307	78-87

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Zootopian madness revealed	Zeke's madness, the uncontrollable Zootopian animals are revealed to the shrink.	Judy solves the case of the missing mammals and reveals that fact that predators are going savage to the city.	"His psychiatrist makes him realize that his 4 characters are all him. And that he has to master them, integrate them."	22	277-298	78-86
Fame goes to hero's head	Fame goes to Zeke's Head. He stops restraining his worst qualities, displaying them in the work place and in public (tabloids, TV talk show) being generally rude, mean/cruel, and shallow.	Fame goes to Judy's head. She displays all of her prejudice against predators on TV when asked questions about the disappearance.	"But something happened to Zeke along the way from being a Wacko to being a genius. He's gone from being a nice, sweet, sensitive guy to being universally known as one of the biggest egomaniacs in Hollywood... he's been married five times... He's a publicity hound."	16	295-298	81-84
Hero acts like bully to those that bullied hero once in power	Although Zeke was once a victim, he has become more like a bully. Still captive to his childhood resentments, Zeke casually insults Oog in front of Oog's daughter, letting him know that he is not welcome. Zeke, once the bullied, bullies his former bully now that he is the one with status and respect.	Although Judy was a victim, she has become more like a bully. Still captive to her childhood resentments, Judy suggests that predators and dangerous and can't be trusted on TV. Judy, once the bullied, bullies the predators now that she is the one with status and respect.	"But instead of being gracious, Zeke regales the daughter with stories of all the terrible things Oog did to him... But Zeke overdoes it, and humiliates Oog in front of his daughter, your sympathy starts to shift..."	18	293-301, 306-307	81-84

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Hero's poor behavior towards others hurts image in partners eyes	Zeke's abusive treatment of Oog lowers the hero's standing in Robin's eyes.	Judy's prejudiced statements on predators lowers her standing in Nick's eyes.	"Robin goes to [h]is rescue... (aside to Zeke) 'I'm very disappointed in you.'"	18	293-301	81-84
Hero recalls childhood bullying	Zeke recalls his childhood bullying at the hands of Oog	Nick recalls his childhood bullying at the hands of the scouts	"I have especially fond memories of the time you zipped me up in the equipment bag and left me in the locker room over night."	18	297	82
Hero betrays partner, displaying superficiality and discrimination that the hero had previously been subject to	Zeke betrays his working partner, breaking off his engagement with Robin in order to date and marry beautiful starlets. He displays the same superficiality that others showed in treating him as an outcast. Zeke wants to keep working with Robin, not understanding the depth of the wound he dealt	Judy's comments about predators have left Nick feeling betrayed. Judy displays the same species discrimination that she has been fighting, reaching for her fox repellent when Nick pretends to attack her. Judy wants to keep working with Nick, not understanding the depth of the wound she has dealt	"She [Robin] used to be his girlfriend. In fact, she was his fiancé when he made his big studio deal and came out to Hollywood. But then it all went to his head and he broke off their engagement. -- But they kept working together", "He's been married five time, always to gorgeous starlets and models"	17-18, 16	295-301	81-84
Hero leaves dream career	Zeke is fired and falls from his peak	Judy resigns from the police force, forgoing the chance to be the face of the force.	"Leon: Guess what, Zeke? We don't need you any more. You're fired."	19	307-308	87-88

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Hero understands how their behavior was detrimental	Zeke comes to realize how, by nursing his childhood injuries, he has gotten stuck in a state of egomania and arrested development and superficially judged and undervalued Robin.	Judy realizes that by nursing her childhood injuries and idealistic vision of Zootopia, she got stuck in a state of arrested development and superficially judged and undervalued Nick and the predators of Zootopia.	"And that can't happen until Zeke figures out who he really is and whom he really loves." ; "[Zeke] Says he made a big mistake," "he's still the same insecure adolescent who never had to deal with his problems, because he became rich and successful instead."	25, 23, 16	307-308	87-88
Hero sacrifices own happiness for the sake of something loved and more important	Zeke chooses not to interrupt Robin's wedding, risking letting go of his lifelong partner, the person he loves the most, because he cares more about her well being.	Judy resigns from the police force, letting go of her life long aspiration of being a cop, for the well being of the city of Zootopia, something she cares about more.	"They get to the part where the minister says, 'If anyone here has reason why these two should not be joined in holy matrimony, speak now or forever hold your peace.' Everyone expects Zeke to cause a scene. But he doesn't."	23	307-308	87-88
Hero loses everything in new dream city life	Zeke loses everything involving his life in the city. He ends up humbled and must be bailed out of jail by his mother. When Zeke trespasses and seems like a menace to others, the police lock him up in jail. It is sad because people see that	Judy abandons everything involving her life in Zootopia.	"It doesn't take long for Zeke to go broke, lose his house, get thrown out on the street, and get rescued by his mom" ; "Charity event at his house... where all his friends and business contacts have to fork over a lot of money to find a cure for his favorite disease. Only Robin and Oog show	25, 20-21	307-311	87-88

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	Zeke really has lost control and gone loony. [LONG SEQUENCE]		up.”, “The house is being repossessed by the bank.”, “He goes down the street to his rich friend’s estate. Nobody’s there....He breaks in. Gets trapped by the dogs. Security guards and cops come. Arrested. He’s at the police station. ‘You got one call.’ Dials a number. Pained expression on his face.... ‘Hello.....Mom.’“ , “He is released into his mother’s custody.”			
Hero moves back to hometown, lives with parents	Zeke must move in with his parents back in his rural Nebraska hometown.	Judy movies in with her parents back in her rural Bunny burrow hometown.	“It doesn’t take long for Zeke to go broke, lose his house, get thrown out on the street, and get rescued by his mom, who brings hi back home to Nebraska, where he has to move back into his old bedroom”; “His parents house. His old room. Farrah Fawcett poster. Drawing board.”	25, 21	309-315	88-91
Bully of hero shows up, now a nice guy	Oog, Zeke’s childhood bully, shows up, now grown up, paunchy, with a young daughter.	Gideon Grey, Judy’s old childhood bully, shows up, paunchy. Unexpectedly, Gideon is	“Well, on this day, Zeke and Robin have a visitor from their home town, EDDIE UGLESICH —aka OOG. Oog	18	311-315	89-91

Similarity in Events between Goldman’s Looney and Disney’s Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	Unexpectedly, Oog is now a decent fellow who has matured in a way that Zeke has not. He is generous with praise.	now a nice guy who has matured in a way Judy has not. He is generous (with pies).	was the Big Man on Campus in their high school, star football player and bully extraordinaire.... ‘He’s bringing his daughter to Hollywood and wanted to impress her.’ Oog arrives....balding like Terry Bradshaw, a little paunchy but still handsome. Humbled and chastened and mellowed.... Oog is jolly and a little embarrassed—but generous in his praise, saying that Zeke was a hero to everybody. — Oog pretends to have known Zeke pretty well and liked him.”			
Bully has grown past old superficiality and meanness while the hero has not	Oog and Robin are now a couple in Zeke’s hometown. Ironically, Oog has learned to respect Robin (who is just cute compared to the gorgeous April) and look beyond the superficial judgments he used to make, a lesson that Zeke has not yet mastered. Zeke still	Gideon Grey is now business partners with Judy’s parents in her hometown. Ironically, Gideon has learned to respect rabbits and look beyond superficial judgments in a way that Judy has not yet learned. Judy is still scared of Nick when he pretends to be aggressive, even	“He’s feeling good about April, out on a date, when Robin shows up with Oog. They’re engaged!”	22	311-315	89-91

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	judges the more beautiful April above his deserving partner Robin.	though he deserves her trust. Judy still instinctively reacts to Nick as a predator.				
Bully teaches hero lesson by example, on prejudice and to appreciate partner	Inspired by the change in Oog and his good example, Zeke comes to realize that he has always loved Robin, he made a mistake by thinking Robin wasn't beautiful enough for him.	Inspired by the change in Gideon and his good example, Judy realizes that Nick was right about her own prejudice, she made a mistake by assuming predator biology was responsible for the attacks. She realizes how much Nick truly means to her as a friend.	"And now, seeing Robin with Oog, it hits him like a thunderbolt: he loves Robin. He's made a terrible mistake."	22	311-315	89-93
Hero haunted by Zootopian madness	Zeke's madness follows him, in that he continues to be haunted by his characters.	Judy keeps trying to figure out the route of the Zootopian madness once she returns home	"He tries to sleep. His characters keep him awake. — Maybe their juvenile — Tiny Toons —form."	21	311-315	89-91
The appearance of someone unexpected inspires and allows the hero to return to work	With the sudden appearance of Norman, someone he did not expect to see, Zeke realizes what he needs to do to compete the	With the help of the sudden arrival of Gideon Grey, someone she did not expect to see, Judy understands that Night-howlers' mind altering affects are the cause of the savage predators,	"Norman comes to visit. —He brought him some work. They need his help to finish the Valentine's Day Special. — Now Zeke knows what to do."	22	311-315	89-91

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	Valentines Day special and get his job back.	giving her the key information she needs to solve the case and return to the police force.				
Hero rushes in car to reunite with partner	Zeke rushes off in his car to confess his feelings to Robin.	Judy rushes off in her car to confess her feelings to Nick and apologize to him.	"He rushes out to proclaim his love to Robin. She's angry, tells him off."	22	315	91
The hero apologizes to the partner for the Hero's poor behavior	Zeke apologizes to Robin for his behavior.	Judy apologizes to Nick for her behavior.	[Zeke] "Says he made a big mistake, and he loves her, and all he wants is for her to be happy. She smiles and leaves."	23	[omitted from Cinestory]	92-93
Hero and partner reunite to finish unfinished project	Robin reunites with Zeke as a coworker and friend to finish the show.	Nick reunites with Judy to solve the case.	"Wedding Day — summon Robin for some last minute dubbing. Reluctantly, she does. She sees the Valentines Day special, now completed, All she has to say is, 'I do.' After a long pause, she says the words."	22-23	[omitted from Cinestory]	92-93
Hero succeeds enough to return to career thanks to last minute help of partner	Zeke finishes the Valentines Day special, returning to his show. Robin provides indispensable help at the	Judy discovers the lab where the Night-howler pellets are made, allowing her to restore order to Zootopia and return as a cop. This is	"They set about finishing it. MONTAGE — It's done. Wedding Day — summon Robin for some last minute dubbing." "All she has to say	22-23	321-323, 338	95-100

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	last minute by voicing her character.	possible because Nick at the last minute grabs a briefcase containing essential evidence.	is, "I do." After a long pause, she says the words."			
Hero begins process to control Zootopian madness	Through a series of trials, Zeke begins overcoming his Zootopian madness.	After a series of trials, in which Judy survives close encounters with the rams, her discovery of the Night-howler pellet lab gives her the key to curing the Zootopian madness.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more. And that can't happen until Zeke figures out who he really is and whom he really loves."	25	321-357	95-106
Villain is revealed and is an evil counterpart of the hero	The Shrink, a small person in a trusted position, is revealed as the villain: an evil counterpart to Zeke's own development: he started with similar formative abuse but now acts as a villain. He uses madness as a weapon to lock up Zeke.	Bellwether, a small person in a trusted position, is revealed as the villain: an evil counterpart to Judy's own development: Bellwether faced her own formative abuse but become bitter and vengeful toward predators, instead of trying to make the world a better place. She uses madness as a weapon	"Zeke's shrink won't let him out unless Zeke can get his characters to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!"	25	340-352	101-104

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Villain has manipulated the hero into their scheme	Like an evil Fuzz, the villain has manipulated the trusting, naive hero (Hugo aspect of Zeke) into participating in his scheme. (to win Robin's affection).	with her night-howler poison. It is revealed the villain has manipulated the trusting naïve Judy into participating in her scheme by leading her to uncover Lionheart's asylum.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more. And that can't happen until Zeke figures out who he really is and whom he really loves. And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!"	25	340-352	101-104
Villain uses framing as a weapon against enemies	The shrink is framing Zeke as being too crazy and thus dangerous to himself/others to be allowed in society outside.	Bellwether admits to framing Lionheart. She has been framing the predators as well, showing them to be too crazy and dangerous to others to be allowed in society outside. She has been using madness as a weapon against the city and individuals with her night-howler poison.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more. And that can't happen until Zeke figures out who he really is and whom he really loves. And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic	25	345-351	101-105

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Villain uses madness as a weapon against hero	The shrink is keeping Zeke locked up in the asylum, using madness like a weapon, to separate Zeke from Robin. Zeke has what the Shrink wants most: Robin's love. The villain uses madness as a weapon to get power over his rival and take his place in Robin's affections.	Bellwether traps Nick and Judy in a pit. She uses madness as a weapon (her night-howler poison to separate Nick and Judy, apparently turning Nick savage so that he will kill Judy.	marriage of the beloved Girl Next Door to his evil Shrink!" "Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!"	25	346-352	103-104
Partner's loyalty to hero is tested	Zeke and Robin's loyalty to each other is tested. Robin is asked to say I do and Zeke must trust her to make the right decision.	Nick and Judy's loyalty to one another is tested as he is seemingly turned against her with the Night-howler poison. Judy must trust Nick to take her neck in his jaws and not hurt her.	"They get to the part where the minister says, 'If anyone here has reason why these two should not be joined in holy matrimony, speak now or forever hold your peace.' Everyone expects Zeke to cause a scene. But he doesn't."	23	348-352	103-104
Partner proven trustworthy	They both prove trustworthy, Robin turns down the shrink at the	Judy and Nick prove trustworthy as Nick had only pretended to go savage—to get a	" — The minister proceeds.... Then Robin interrupts. 'I know a reason.... I love Zeke.' Zeke	23	348-356	103-105

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
	altar and they realize that they belong together.	confession out of Bellwether.	and Robin kiss and get together"			
Villain is defeated when madness no longer threatens hero	When Zeke demonstrates that he is actual sane, he and Robin defeat the shrink.	When Nick reveals he is not savage, he and Judy defeat Bellwether.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!"	25	353-356	104-105
Zootopian madness is cured	Zeke finally finishes overcoming the out-of-control animals within him. He has re-integrated them, one at a time, into his psyche.	Judy fixes the Zootopian madness of the out of control cartoon animals; the savage predators are given the antidote and restored to normal, reintegrated into society.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more. And that can't happen until Zeke figures out who he really is and whom he really loves."	25	357	106
Hero and partner unite in work and profess their love	Zeke and Robin get back together, personally and professionally. They profess their love for each other.	Judy and Nick get together, professionally a cop team, with Judy accepting Nick as an	"Zeke and Robin kiss and get together"	23	363-367	108-109

Similarity in Events between Goldman's Looney and Disney's Zootopia						
Common Event Description	Goldman Event	Disney Event	Goldman Text	Registered Work Page	Cinestory Page	Script Page
Character drives sports car that is incompatible with character	Zeke drives a Ferrari sports car that is incompatible with his character	Flash drives a sports car that is utterly incompatible with his character	"He drives to work in his Ferrari which is like a wild stallion that he can't control."	17	367	109

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Adolescent Nightmare

Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
The hero encounters the same / a similar bully in the city	Zeke reencounters Oog in the city	Judy must deal with Nick, another fox bully, in the city of Zootopia	"on this day, Zeke and Robin have a visitor from their home town, EDDIE UGLESICH – aka OOG. Oog was the Big Man on Campus in their high school, star football player, and bully extraordinaire"	18	106-114	20-28
The hero is bullied again by the boss in the city	Zeke is threatened and fired by his boss, Leon	Judy is threatened and fired (temporarily) by her boss, Bogo	"Don't push me, Zeke." , "Guess what, Zeke? We don't need you any more. You're fired" , "He's being dragged through the hallway by security guards"	19	71-72, 137-149, 237-240	19-20, 36, 64-65
Hero goes back to home town	Zeke returns to his home town to live with parents	Judy returns to her home town to live with her parents	"It doesn't take long for Zeke to go broke, lose his house, get thrown out on the street, and get rescued by his mom, who brings him back home to Nebraska" ; "His parents house. His old room. Farrah Fawcett poster. Drawing board."	25, 21	309-315	88-91

Hero reencounters the childhood bully at home	Zeke reencounters Oog in his home town	Judy reencounters Gideon Grey in her home town	"Robin shows up with Oog."	22	311-315	88-91
Hero relives worst childhood scenario at the hands of the villain	Zeke is locked up in the asylum by his shrink—just like as an adolescent—an event also reminiscent of being locked in a gym bag in a locker overnight by Oog	Judy faces attack at the hands of a fox as part of Bellwether's plot—just like when Gideon Grey bullied her.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't "need" them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!"; "he had to go to the mental hospital for a while in tenth grade."	25, 17	346-352	103-105

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Hero and the Boss

Hero disobeys the boss in favor of personal values **Boss threatens to fire hero**



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Hero disobeys boss in favor of personal values	Zeke remains determined to keep his "Zootopia" cartoon show great and pure, even if it means challenging Leon's authority.	Judy is determined to do good and catch bad guys, in this case Weaselton, even if it means challenging Bogo's authority	[Leon]" And the endorsements? Did you approve them?' [Zeke:] 'I'm not going to endorse that crap.' He improvises an endorsement for toxic waste [Leon:] 'Don't push me, Zeke. There's a lot of money in those endorsements.' [Zeke:] 'What are you going to do, Leon, get rid of me?I'm not willing to poison the bodies and souls and minds of children. Not now. Not ever.'"	19	125-149	31-38

Boss threatens to fire Hero	Leon threatens to fire Zeke.	Bogo tries to fire Judy	“Don’t push me, Zeke. There’s a lot of money in those endorsements.”	19	145	36
Boss criticizes hero for being late on assignment	Leon upbraids Zeke for being years late on the Valentine’s Day special.	Bogo tells Judy she’s out of time to solve the case of Mr. Otterton	[Leon:] “How’s the special coming’ [Zeke:] ‘it’s coming’ [Leon:] ‘It’s two years overdue.”	18-19	240	64-65
Boss threatens to fire Hero	Leon threatens to fire Zeke.	Bogo tries to fire Judy	“Don’t push me, Zeke. There’s a lot of money in those endorsements.”	19	240	64-65
Boss is mocked when trying to fire hero	Zeke mocks Leon’s threat to fire him.	Nick mocks Bogo when he tries to fire Judy	“What are you going to do, Leon, get rid of me?So just let me do my job, and don’t worry about a few extra million that are getting away...” , “He [Zeke] mocks Leon on the show”	19	240-243	65

Similarity in Plot and Events between Goldman’s Looney and Disney’s Zootopia

Hero and the Bully

Bully traumatizes hero



Bully comes back a nice guy



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Hero bullied as child, creating lifelong emotional scar	As a child, ZEKE, dorky and artistic, is bullied by big strong OOG (Eddie UGLESICH)—an emotional scar he never forgets	JUDY, a young bunny, is bullied by GIDEON GRAY, a big strong young fox—he tells her never to forget this moment, and she doesn’t	“Zeke regales the daughter with stories of all the terrible things Oog did to him. Zeke the.... Geek/Freak/Meek/Weak/Bleak. ‘I have especially fond memories of the time you zipped me up in the equipment bag and left me in the locker room overnight.’”	18	7, 13-17	3, 5-7

Hero acts like bully to those that bullied hero once in power	Although Zeke was once a victim, he has become more like a bully. Still captive to his childhood resentments, Zeke casually insults Oog in front of Oog's daughter, letting him know that he is not welcome. Zeke, once the bullied, bullies his former bully now that he is the one with status and respect.	Although Judy was a victim, she has become more like a bully. Still captive to her childhood resentments, Judy suggests that predators and dangerous and can't be trusted on TV. Judy, once the bullied, bullies the predators now that she is the one with status and respect.	"But instead of being gracious, Zeke regales the daughter with stories of all the terrible things Oog did to him... But Zeke overdoes it, and humiliates Oog in front of his daughter, your sympathy starts to shift..."	18	293-301, 306-307	81-84
Hero recalls childhood bullying	Zeke recalls his childhood bullying at the hands of Oog	Nick recalls his childhood bullying at the hands of the scouts	"I have especially fond memories of the time you zipped me up in the equipment bag and left me in the locker room over night."	18	297	82
Bully of hero shows up, now a nice guy	OOG, Zeke's childhood bully, shows up, now grown up, paunchy, with a young daughter. Unexpectedly, Oog is now a decent fellow who has matured in a way that Zeke has not. He is generous with praise.	Gideon Grey, Judy's old childhood bully, shows up, paunchy. Unexpectedly, Gideon is now a nice guy who has matured in a way Judy has not. He is generous (with pies).	"Well, on this day, Zeke and Robin have a visitor from their home town, EDDIE UGLESICH —aka OOG. Oog was the Big Man on Campus in their high school, star football player and bully extraordinaire.... 'He's bringing his daughter to Hollywood and wanted to impress her.' Oog arrives....balding like Terry Bradshaw, a little paunchy but still handsome. Humbled and	18	311-315	89-91

Bully has grown past old superficiality and meanness while the hero has not		chastened and mellowed... Oog is jolly and a little embarrassed—but generous in his praise, saying that Zeke was a hero to everybody. — Oog pretends to have known Zeke pretty well and liked him.”			
Oog and Robin are now a couple in Zeke’s hometown. Ironically, Oog has learned to respect Robin (who is just cute compared to the gorgeous April) and look beyond the superficial judgments he used to make, a lesson that Zeke has not yet mastered. Zeke still judges the more beautiful April above his deserving partner Robin.	Gideon Grey is now business partners with Judy’s parents in her hometown. Ironically, Gideon has learned to respect rabbits and look beyond superficial judgments in a way that Judy has not yet learned. Judy is still scared of Nick when he pretends to be aggressive, even though he deserves her trust. Judy still instinctively reacts to Nick as a predator.	“He’s feeling good about April, out on a date, when Robin shows up with Oog. They’re engaged!”	22	311-315	89-91
Bully teaches hero lesson by example, on prejudice and to appreciate partner	Inspired by the change in Oog and his good example, Zeke comes to realize that he has always loved Robin, he made a mistake by thinking Robin wasn’t beautiful enough for him.	“And now, seeing Robin with Oog, it hits him like a thunderbolt: he loves Robin. He’s made a terrible mistake.”	22	311-315	89-93

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Hero and the Hometown

Hero is dorky kid from small town Bullied, channels into aspiration Returns home to live with parents and work family business



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Parents worry about and discourage hero's aspirations	Zeke's parents worry about his future as an animator and want him to stay in town and join the family business, or at least get a law degree first. Zeke disdains the family business and is even somewhat ashamed of it.	Judy's parents worry about her future as a policeman in Zootopia. They want her to stay in town and join the family business. In truth, she disdains the family business and expects to do better.	"We told you to get a law degree, something to fall back on"	21	9-11, 32-35, (also 119-120)	3-5, 11-12, (29)

Hero receives a call from mom	Zeke receives a call from home. (he doesn't take it).	Judy receives a call from home.	"He's too busy to talk when his mother calls long distance from Kansas"	17	118-121, (also 280)	28-30, (77)
Hero moves back to hometown, lives with parents	Zeke must move in with his parents back in his rural Nebraska hometown.	Judy movies in with her parents back in her rural Bunny burrow hometown.	"It doesn't take long for Zeke to go broke, lose his house, and get rescued by his mom, who brings hi back home to Nebraska, where he has to move back into his old bedroom"; "His parents house. His old room. Farrah Fawcett poster. Drawing board."	25, 21	309-315	88-91

Similarity in Plot and Events between Goldman’s Looney and Disney’s Zootopia

Hero and the Job

Hero channels pain into aspirations to gain respect



Success and fame go to hero’s head, and hero leaves job



Hero returns having learned to handle success and power responsibly



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Hero channels pain, humiliation, and eccentricity into aspirations	Craving respect, Zeke channels his pain, humiliation, and craziness into creating cartoons.	Craving respect, Judy channels her pain, humiliation, and absurd optimism into a burning ambition to become the first rabbit police officer.	“Zeke is like a little bit crazy. If he didn’t have his characters and his show, people would probably say he was crazy”, “But because he’s successful and he harnesses it constructively, it passes for eccentricity instead of insanity.”	16	8, 18, 19-28, 25	2-3, 7-10

Hero starts profession with inspiration	Zeke invents ZOOTOPIA, a whole cartoon universe, like LOONEY TUNES. He makes a cartoon out of it at college.	Judy graduates first in her class at the police academy.	"Zeke started out drawing cartoons for his college paper,"	16	28-31	10-11
Hero moves to big city to pursue dreams	Zeke moves to the city and pursues his dream job (animator), having passed the first hurdle to being recognized for his talent and accomplishment (a deal for his show [presumably with Leon])	Judy moves to the city and pursues her dream job (cop), having passed the first hurdle to being recognized for her talent and accomplishment (welcomed by Lionheart)	"Zeke started out drawing cartoons for his college paper, then he got popular and a movie studio bought his cartoon strip and brought him to Hollywood and built a show out of it"	16	28-65	10-14
Hero's substantial success is not yet enough	This is already a triumph, but Zeke sees it as only as the beginning.	This is already a triumph, but Judy sees it only as the beginning, she wants to be on serious cases, not just a cop in name only	"This is going to open up a whole new career for me." "he pitches a new show", "watching himself star in the animated version of hamlet"	20	71-72, (also 137-149, 140)	16-17, (35, 34-38)
Hero is isolated from collaborators/peers	Zeke is isolated from his employees and collaborators due to his abusive behavior	Judy is isolated from her coworkers as they do not take her seriously	"he arrives at the studio, where he is treated with great deference", "He acts like a tyrant... He puts down his staff when he disagrees with them"	17	63-72, 73-79, (also 123-136, 137-150, 151-158, 237-243)	17-19, 20, (30-33, 33-39, 39-42, 63-65)
Hero is obsessed with work	Zeke is obsessed with his work. Shown talking to himself about it (in character's voices)	Judy is obsessed with her work. She talks to herself about it. She gives out 200 tickets and chases	"He dictates and acts out dialogue in six or seven cartoon voices as he drives, which makes people think he's crazy"	17	73-79, 123-125	20, 30-33

Hero, overzealous, goes too far in pursuit of excellence		Weaselton into Little Rodentia				20, 27, 30-31
Zeke, overzealous in his pursuit of excellence, abuses his position and pisses people off.	Judy is accosted for giving tickets too readily, others call her self-serving instead of altruistic		“He acts like a tyrant... He puts down his staff when he disagrees with them”	17	73-79, 111, 123-125	
Hero’s work introduces the characters of Zootopia	Zeke’s cartoon creations are introduced while the production of an episode is shown	The characters of Zootopia are met as Judy travels through the city solving her case	“In the course of the dubbing session, we see a cartoon... and get acquainted with the show, which is called... ZOOTOPIA!; Premise. Backstage at the zoo. Every morning, the animals punch in and go to work. At closing time, they punch out and go home. – It’s a metaphor for life and for America.; High School kids, 15-17 years old; Four Outcasts; 1) Roscoe, a Hyena; 2) Hugo, an Aardvark; 3) Monty, a Sloth, 4) Fuzz, a Koala; Prom King and Queen; 5) Griz, a Bear; 6) Cha-Cha, a Cheetah; Wild Animal not in a cage; 7) Mimi, a Squirrel; Adults; 8) Max, an Ixex; 9) Miss Quilty, an Ostrich”	17	59-255, 59-63 (Clawhauser), 66-72 (Bogo), 80-114 (Nick and Finnick), 159-169 (Yax), 173-185 (Flash), 200-214 (Mr. Big), 252-255 (Bellwether)	16-72
Hero has huge success, reaches peak	Zeke’s show becomes a huge hit and he reaches the peak of his success. He is the face of his Zootopia	Judy solves the case of the missing Zootopia animals and is recognized for her achievement (even being offered position of the “face” of the Zootopia	“and it became a worldwide sensation -- Like the Simpsons”, “And Zeke is the show”, “He’s a publicity hound – always willing to step in at the	16	287-307	78-87

	franchise and gets to be interviewed on TV	police). Judy gets to be interviewed on TV	last minute on Leno or Letterman.”			
Fame goes to hero's head	Fame goes to Zeke's Head. He stops restraining his worst qualities, displaying them in the work place and in public (tabloids, TV talk show) being generally rude, mean/cruel, and shallow.	Fame goes to Judy's head. She displays all of her prejudice against predators on TV when asked questions about the disappearance.	“But something happened to Zeke along the way from being a Wacko to being a genius. He's gone from being a nice, sweet, sensitive guy to being universally known as one of the biggest egomaniacs in Hollywood... he's been married five times... He's a publicity hound.”	16	295-298	81-84
Hero leaves dream career	Zeke is fired and falls from his peak	Judy resigns from the police force, forgoing the chance to be the face of the force.	“Leon: Guess what, Zeke? We don't need you any more. You're fired.”	19	307-308	87-88
Hero understands how their behavior was detrimental	Zeke comes to realize how, by nursing his childhood injuries, he has gotten stuck in a state of egomania and arrested development and superficially judged and undervalued Robin.	Judy realizes that by nursing her childhood injuries and idealistic vision of Zootopia, she got stuck in a state of arrested development and superficially judged and undervalued Nick and the predators of Zootopia.	“And that can't happen until Zeke figures out who he really is and whom he really loves.”; “[Zeke] Says he made a big mistake,” “he's still the same insecure adolescent who never had to deal with his problems, because he became rich and successful instead.”	25, 23, 16	307-308	87-88
Hero loses everything in new dream city life	Zeke loses everything involving his life in the city. He ends up humbled and must be bailed out of jail by his mother. When Zeke trespasses and seems like a menace to	Judy abandons everything involving her life in Zootopia.	“It doesn't take long for Zeke to go broke, lose his house, get thrown out on the street, and get rescued by his mom”; “Charity event at his house... where all his friends and business contacts have to fork over a lot of money to find a cure for his	25, 20-21	307-311	87-88

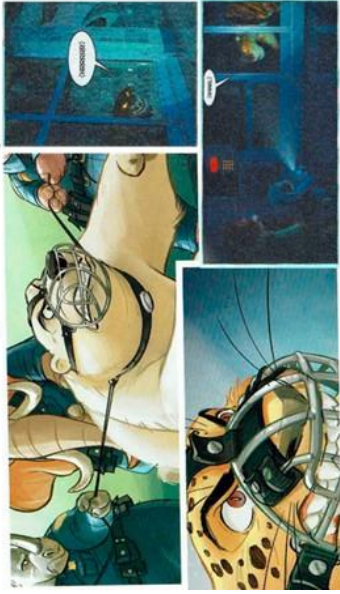
others, the police lock him up in jail. It is sad because people see that Zeke really has lost control and gone loony. [LONG SEQUENCE]		favorite disease. Only Robin and Oog show up.” “The house is being repossessed by the bank.” “He goes down the street to his rich friend’s estate. Nobody’s there....He breaks in. Gets trapped by the dogs. Security guards and cops come. Arrested. He’s at the police station. ‘You got one call.’ Dials a number. Pained expression on his face.... ‘Hello....Mom.’“ “He is released into his mother’s custody.”				
The appearance of someone unexpected inspires and allows the hero to return to work	With the sudden appearance of Norman, someone he did not expect to see, Zeke realizes what he needs to do to compete the Valentines Day special and get his job back.	With the help of the sudden arrival of Gideon Grey, someone she did not expect to see, Judy understands that Night-howlers’ mind altering affects are the cause of the savage predators, giving her the key information she needs to solve the case and return to the police force.	“Norman comes to visit. —He brought him some work. They need his help to finish the Valentine’s Day Special. — Now Zeke knows what to do.”	22	311-315	89-91
Hero succeeds enough to return to career thanks to last minute help of partner	Zeke finishes the Valentines Day special, returning to his show. Robin provides indispensable help at the last minute	Judy discovers the lab where the Night-howler pellets are made, allowing her to restore order to Zootopia and return as a cop. This is possible because Nick at the last minute grabs a	“They set about finishing it. MONTAGE – It’s done. Wedding Day – summon Robin for some last minute dubbing.” “All she has to say is, “I do.” After a long pause, she says the words.”	22-23	321-323, 338	95-100

		by voicing her character.	briefcase containing essential evidence.				
Hero and partner unite in work and profess their love	Zeke and Robin get back together, personally and professionally. They profess their love for each other.	Judy and Nick get together, professionally a cop team, with Judy accepting Nick as an equal. They profess their love for each other.	“Zeke and Robin kiss and get together”	23	363-367	108-109	

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Hero and Madness

Cartoon animals go mad,
are locked up in an asylum



Hero has to control crazy
cartoon animals



Madness Cured



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Out of control Zootopian cartoon animals are sprung onto the hero	Zeke goes Loony. Without the creative outlet that kept him sane, Zeke's cartoon characters start to appear to him and interact with him as if they were real and independent. When Zeke reacts to them, he seems loony to the people around him. And in fact, Zeke is	Manchas goes crazy, trying to kill Nick and Judy. It is revealed that cartoon animals from Zootopia are going out of control.	"Starts to be haunted. Looks in the mirror. Sees one of his characters.", "His characters talk to him from the cereal boxes and toy shelves, punch him."; "All those characters he's been 'channeling' for years -- well, now they are bottled up inside him with no outlet. Naturally, they escape from his psyche and enter his world -- as hallucinations.	20, 24	217-233	59-63

	hallucinating, and he is loony.		They live with him. Torture him. Advise him. And that causes him to behave very oddly.”			
Only hero knows of Zootopian madness problem	Only Zeke can see the out of control animals	Only Judy and Nick know that animals are going savage. The police force doesn't believe them.	“Now everywhere he goes, he's got an entourage of cartoon characters that only he can see and hear — like Harvey.”	20	218-243	59-65
Hero must find a way to control out of control Zootopian cartoon animals	ZEKE must find a way to control the out of control ANIMATED animals FROM Zootopia so that they stop haunting and harassing him	Judy must find a way to find, control, and save the savage cartoon animals so that they are no longer a danger to her and to society	“His characters talk to him from the cereal boxes and toy shelves, punch him”; “Zeke's Shrink won't let him out unless Zeke can get his characters to go away and leave him alone. Which the won't do until Zeke doesn't 'need' them any more.”	20, 25	251, (also 304-305)	69, (85)
Mad Zootopian animals locked into asylum	Zeke and the out of control animals from Zootopia get committed to an asylum – a loony bin.	Judy discovers that the missing animals have been committed to an asylum.	“Harassed by his characters, he gets into a terrible [car] accident”, “He's been committed to the asylum”	22	261-284	75-78
Hero escapes from asylum	Zeke escapes from the asylum with Norman's help	Judy escapes from the asylum with Nick	“Norman helps him escape”	23	282-284	77-78
Zootopian madness revealed	Zeke's madness, the uncontrollable Zootopian animals are revealed to the shrink.	Judy solves the case of the missing mammals and reveals that fact that predators are going savage to the city.	“His psychiatrist makes him realize that his 4 characters are all him. And that he has to master them, integrate them.”	22	277-298	78-86

Hero haunted by Zootopian madness	Zeke's madness follows him, in that he continues to be haunted by his characters.	Judy keeps trying to figure out the route of the Zootopian madness once she returns home	"He tries to sleep. His characters keep him awake. — Maybe their juvenile — Tiny Toons —form."	21	311-315	89-91
Hero begins process to control Zootopian madness	Through a series of trials, Zeke begins overcoming his Zootopian madness.	After a series of trials, in which Judy survives close encounters with the rams, her discovery of the Night-howler pellet lab gives her the key to curing the Zootopian madness.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more. And that can't happen until Zeke figures out who he really is and whom he really loves."	25	321-357	95-106
Zootopian madness is cured	Zeke finally finishes overcoming the out-of-control animals within him. He has re-integrated them, one at a time, into his psyche.	Judy fixes the Zootopian madness of the out of control cartoon animals; the savage predators are given the antidote and restored to normal, reintegrated into society.	"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more. And that can't happen until Zeke figures out who he really is and whom he really loves."	25	357	106

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Hero and the Partner

Hero uses the buddy
to succeed



Hero betrays the
buddy after success



Hero makes up with
the buddy and reunites



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Partner introduced	Partner, Robin introduced (in media res)	Nick, not yet Judy's partner is introduced (partnered with Finnick)	"His partner in all this is Robin"	17	80-114 (Meet Nick), 151-158 (Nick becomes partner)	20-28, 39-42
Hero embarrasses him/herself in front of partner	Zeke feels embarrassed in front of Robin, exposing himself as a cruel bully	Judy feels embarrassed in front Nick (her soon to be partner) by stepping into wet cement after exposing herself as naïve	"your sympathy starts to shift.... Zeke tries to apologize as they walk away, 'Aw , Oog, I was just joking.'"	18	113-114	27-28

Hero relies on partner but is exploitative	From the beginning, Zeke has relied on Robin, his buddy / collaborator / friend / love-interest, to help him make his cartoons and achieve the success he could not have gained without her. He takes Robin for granted and does not consider her his equal.	Judy uses a “hustle” to get Nick to help her on the case (as she needs him in order to make progress). She takes Nick for granted (committing him to helping her for the whole of 48 hours) and does not consider him her equal.	“Robin... his only real friend, who’s been with him since the beginning. She went to junior high with him; and visited him when he had to go to the mental hospital for a while in tenth grade. She did the female voices for his very first home-made animations. She used to be his girlfriend. In fact, she was his fiancé when he made his big studio deal and came out to Hollywood. But then it all went to his head and he broke off their engagement. -- But they kept working together. She’s still the voice of the female characters, and an institution at the cartoon studio. She’s the only person who can stand up to Zeke—and who he listens to.”	17-18	151-158, 170-172	39-42, 45-46
Hero’s poor behavior towards others hurts image in partners eyes	Zeke’s abusive treatment of Oog lowers the hero’s standing in Robin’s eyes.	Judy’s prejudiced statements on predators lowers her standing in Nick’s eyes.	“Robin goes to [h]is rescue... (aside to Zeke) ‘I’m very disappointed in you.’”	18	293-301	81-84
Hero betrays partner, displaying	Zeke betrays his working partner,	Judy’s comments about predators have left Nick	“She [Robin] used to be his girlfriend. In fact, she was	17-18, 16	295-301	81-84

superficiality and discrimination that the hero had previously been subject to	breaking off his engagement with Robin in order to date and marry beautiful starlets. He displays the same superficiality that others showed in treating him as an outcast. Zeke wants to keep working with Robin, not understanding the depth of the wound he dealt	feeling betrayed. Judy displays the same species discrimination that she has been fighting, reaching for her fox repellent when Nick pretends to attack her. Judy wants to keep working with Nick, not understanding the depth of the wound she has dealt	his fiancé when he made his big studio deal and came out to Hollywood. But then it all went to his head and he broke off their engagement. -- But they kept working together", "He's been married five time, always to gorgeous starlets and models"		
Hero rushes in car to reunite with partner	Zeke rushes off in his car to confess his feelings to Robin.	Judy rushes off in her car to confess her feelings to Nick and apologize to him.	"He rushes out to proclaim his love to Robin. She's angry, tells him off."	22	315 91
The hero apologizes to the partner for the Hero's poor behavior	Zeke apologizes to Robin for his behavior.	Judy apologizes to Nick for her behavior.	[Zeke] "Says he made a big mistake, and he loves her, and all he wants is for her to be happy. She smiles and leaves."	23	[omitted from Cinestory] 92-93
Hero and partner reunite to finish unfinished project	Robin reunites with Zeke as a coworker and friend to finish the show.	Nick reunites with Judy to solve the case.	"Wedding Day — summon Robin for some last minute dubbing. Reluctantly, she does. She sees the Valentines Day special, now completed, All she has to say is, 'I do.' After a long pause, she says the words."	22-23	[omitted from Cinestory] 92-93

Partner's loyalty to hero is tested	Zeke and Robin's loyalty to each other is tested. Robin is asked to say I do and Zeke must trust her to make the right decision.	Nick and Judy's loyalty to one another is tested as he is seemingly turned against her with the Night-howler poison. Judy must trust Nick to take her neck in his jaws and not hurt her.	"They get to the part where the minister says, 'If anyone here has reason why these two should not be joined in holy matrimony, speak now or forever hold your peace.' Everyone expects Zeke to cause a scene. But he doesn't."	23	348-352	103-104
Partner proven trustworthy	They both prove trustworthy, Robin turns down the shrink at the altar and they realize that they belong together.	Judy and Nick prove trustworthy as Nick had only pretended to go savage—to get a confession out of Bellwether.	" — The minister proceeds.... Then Robin interrupts. 'I know a reason....I love Zeke.' Zeke and Robin kiss and get together"	23	348-356	103-105
Hero and partner unite in work and profess their love	Zeke and Robin get back together, personally and professionally. They profess their love for each other.	Judy and Nick get together, professionally a cop team, with Judy accepting Nick as an equal. They profess their love for each other.	"Zeke and Robin kiss and get together"	23	363-367	108-109

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Hero and the Villian

Villain seems harmless, appears to help hero



Villain revealed as resentful evil counterpart



Villain uses madness as a weapon against hero



Common Event Description	Goldman Event	Disney Event	Goldman text	Registered Work Page	Cinestory Page	Script Page
Villain is the only one who was lower than hero in pecking order. The villain is small, unthreatening, seemingly trustworthy, and seems to help hero	ZEKE meets with a who, when he was a kid, Zeke bullied. The shrink, still small and seemingly unthreatening, behaves in a kind and helpful way.	Judy meets with Bellwether, the one person seemingly lower on the totem pole than herself (Judy stands in front of Bellwether during her graduation and Bellwether is constantly bullied by mayor Lionheart). Bellwether, small and seemingly unthreatening,	"Tells Dad about his problems. Go to a shrink where he had a brief stay as a teenager. (Zeke the Freak) Shrink is one guy even Zeke picked on. Zeke tries to act like there's no problem, that he's not crazy. But we see that he is being barraged by his characters."	21	146-147, (also 30)	37

		behaves in a kind and helpful way.					
Villain helps the hero deal with Zootopian madness	Zeke works to solve the mystery of his internal Zootopian madness, with his trusted SHRINK	Judy works with Bellwether to solve the mystery of the Zootopian madness and discover where Mr. Otterton has been taken.	“His psychiatrist makes him realize that his 4 characters are all him. And that he has to master them, integrate them.”	22	253-260	70-73	
Villain is revealed and is an evil counterpart of the hero	The Shrink, a small person in a trusted position, is revealed as the villain: an evil counterpart to Zeke’s own development: he started with similar formative abuse but now acts as a villain. He uses madness as a weapon to lock up Zeke.	Bellwether, a small person in a trusted position, is revealed as the villain: an evil counterpart to Judy’s own development: Bellwether faced her own formative abuse but become bitter and vengeful toward predators, instead of trying to make the world a better place. She uses madness as a weapon with her night-howler poison.	“Zeke’s shrink won’t let him out unless Zeke can get his characters to go away and leave him alone. Which they won’t do until Zeke doesn’t ‘need’ them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!”	25	340-352	101-104	
Villain has manipulated the hero into their scheme	Like an evil Fuzz, the villain has manipulated the trusting, naive hero (Hugo aspect of Zeke) into participating in his scheme. (to win Robin’s affection).	It is revealed the villain has manipulated the trusting naïve Judy into participating in her scheme by leading her to uncover Lionheart’s asylum.	“Zeke’s shrink won’t let him out unless Zeke can get his character to go away and leave him alone. Which they won’t do until Zeke doesn’t ‘need’ them any more. And that can’t happen until Zeke figures out who he really is and whom he really loves. And that only leaves him a few hours to escape	25	340-352	101-104	

Villain uses framing as a weapon against enemies	The shrink is framing Zeke as being too crazy and thus dangerous to himself/others to be allowed in society outside.	Bellwether admits to framing Lionheart. She has been framing the predators as well, showing them to be too crazy and dangerous to others to be allowed in society outside. She has been using madness as a weapon against the city and individuals with her night-howler poison.	from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!”			
Villain uses madness as a weapon against hero	The shrink is keeping Zeke locked up in the asylum, using madness like a weapon, to separate Zeke from Robin. Zeke has what the Shrink wants most: Robin’s love. The villain uses madness as a weapon to get power over his rival and take	Bellwether traps Nick and Judy in a pit. She uses madness as a weapon (her night-howler poison to separate Nick and Judy, apparently turning Nick savage so that he will kill Judy.	“Zeke’s shrink won’t let him out unless Zeke can get his character to go away and leave him alone. Which they won’t do until Zeke doesn’t ‘need’ them any more. And that can’t happen until Zeke figures out who he really is and whom he really loves. And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!”	25	345-351	101-105
			“Zeke’s shrink won’t let him out unless Zeke can get his character to go away and leave him alone. Which they won’t do until Zeke doesn’t ‘need’ them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of	25	346-352	103-104

Villain is defeated when madness no longer threatens hero	his place in Robin's affections.	When Nick reveals he is not savage, he and Judy defeat Bellwether.	the beloved Girl Next Door to his evil Shrink!"	25	353-356	104-105
	When Zeke demonstrates that he is actual sane, he and Robin defeat the shrink.		"Zeke's shrink won't let him out unless Zeke can get his character to go away and leave him alone. Which they won't do until Zeke doesn't 'need' them any more.... And that only leaves him a few hours to escape from the asylum in time to stop the catastrophic marriage of the beloved Girl Next Door to his evil Shrink!"			

Similarity in Plot and Events between Goldman's Looney and Disney's Zootopia

Miscellaneous similarities

Common Event Description	Goldman Event	Disney Event	Goldman text	Registered work Page	Cinestory Page	Script Page
Hero studies and exercises at the same time	Zeke learns Italian while exercising	Judy studies from her textbook while doing sit-ups	"Trainer indulges him with a work-out while he learns Italian."	17	25,	9
The hero is chased by an animal, makes a call for help, ends up restrained with Zootopian animals surrounded by police, and is released by someone incredulous	Zeke is chased by dogs, makes a call for help to his mother, ends up restrained in a police cell with his Zootopian characters, and is released by his incredulous mother.	Judy is chased by Manchas, makes a call for help to Clawhauser ends up tied to Nick the Zootopian fox surrounded by police, and is released by the incredulous Chief Bogo.	"He breaks in. Gets trapped by the dogs. Security guards and cops come. Arrested. He's at the police station. "You got one call." Dials a number. Pained expression on his face.... "Hello.... Mom." Alone in his cell – which is crowded with his characters. He is released onto his mother's custody" "She's still angry over her characterization on the show" "We told you to get a law degree, something to fall back on."	21	224-239 (clearer in film)	60-64
Character drives sports car that is	Zeke drives a Ferrari sports car that is	Flash drives a sports car that is utterly	"He drives to work in his Ferrari which is like a wild	17	367	109

incompatible with character	incompatible with his character	incompatible with his character	stallion that he can't control."		
Hero sacrifices own happiness for the sake of something loved and more important	Zeke chooses not to interrupt Robin's wedding, risking letting go of his lifelong partner, the person he loves the most, because he cares more about her well being.	Judy resigns from the police force, letting go of her life long aspiration of being a cop, for the well being of the city of Zootopia, something she cares about more.	"They get to the part where the minister says, 'If anyone here has reason why these two should not be joined in holy matrimony, speak now or forever hold your peace.' Everyone expects Zeke to cause a scene. But he doesn't."	23	307-308
					87-88

EXHIBIT 8

Manually Filed

EXHIBIT 9

Manually Filed

EXHIBIT 10

Manually Filed

UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

CIVIL MINUTES—GENERAL

Case No. CV 17-02185-MWF (JCx)

Date: July 11, 2017

Title: Esplanade Productions, Inc. -v.- The Walt Disney Company, et al.

Present: The Honorable MICHAEL W. FITZGERALD, U.S. District Judge

Deputy Clerk:
Rita Sanchez

Court Reporter:
Not Reported

Attorneys Present for Plaintiff:
None Present

Attorneys Present for Defendant:
None Present

Proceedings (In Chambers): ORDER RE MOTION TO DISMISS [12]

In this action, Plaintiff Esplanade Productions, Inc. (“Esplanade”), the solely-owned corporation of well-known Hollywood writer, director, and producer Gary L. Goldman, seeks to prove that Disney stole the idea for its hit animated film *Zootopia* from Goldman. In support of its claims, Esplanade alleges that Goldman twice shared a synopsis and treatment for the movie *Looney*, along with his ideas for a larger franchise called “Zootopia,” with Disney agents and executives. The parties now dispute whether Goldman’s materials are sufficiently similar to the Disney film to support an action for copyright infringement. But despite both parties’ urging, the Court cannot engage in a copying analysis on the merits because Esplanade failed either to attach the allegedly infringed materials to the Complaint, or to describe them in sufficient detail to permit the requested analysis. In this action, as in every action, it is the plaintiff’s obligation to allege sufficient facts, if proved true, to permit a jury to rule in the plaintiff’s favor. Esplanade has not met that burden here.

Before the Court is Defendants The Walt Disney Company, Disney Enterprises, Inc., Walt Disney Pictures, ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, and Disney Shopping, Inc.’s (collectively, “Disney”) Motion to Dismiss Plaintiff’s Complaint (the “Motion”), filed May 22, 2017. (Docket No. 12). On June 5, 2017, Plaintiff Esplanade Productions, Inc. (“Esplanade”) filed its Opposition. (Docket No. 18). On June 12, 2017, Disney replied. (Docket No. 19).

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The Court has reviewed and considered the papers filed on the Motion, and held a hearing on **June 26, 2017**.

The Motion is **GRANTED** — with leave to amend, of course. The crux of the difficulty here is that Esplanade has chosen not to attach the allegedly infringed materials to the Complaint. The allegations themselves actively obfuscate the details of the infringement. The Complaint describes the alleged similarities at such a high level of generality that it is impossible for the Court to evaluate whether the alleged copying was sufficiently specific to be protectable or merely a series of unprotectable *scènes-à-faire*. The allegations thus fail to state a plausible claim.

Indeed, even if the Court had determined that the Motion should be denied, it would order an immediate production of the *Looney* materials, and then invite a motion for judgment on the pleadings. It seems more efficient just to grant the Motion. As the parties understand, inherent in arguments over substantial similarity is the copyrightability of the material allegedly copied. Whether Goldman likes it or not, Disney has the right to argue that his ideas, clever as they were, constitute mere *scènes-à-faire*, and thus are not subject to copyright protection. If that is all that was infringed, then Hoberman and Disney could openly boast that they copied *Zootopia* from *Looney*, and still Goldman would not prevail. The real question is: When should the parties get to argue this issue? Now? At summary judgment? At trial?

Rule 8 requires that Disney should be able to argue the issue now. Of course Esplanade can respond that the issue is not ripe at this stage because factual disputes prevent the Court from deciding it as a matter of law; but the allegation must at least include sufficient detail for Disney to make the argument if it wishes.

I. BACKGROUND

A. Request for Judicial Notice

Disney asks the Court to take judicial notice of the animated motion picture *Zootopia*, the allegedly infringing work, which Disney attached in DVD form to its

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attorney's declaration. (*See* Declaration of Craig P. Bloom ("Bloom Decl.") (Docket No. 12-1), Ex. A (the "Film" or "*Zootopia*") (Docket No. 12-2)). The Film is explicitly referenced in the Complaint, and Esplanade does not dispute the Film's authenticity. Therefore, under the incorporation by reference doctrine the Court properly may take judicial notice of it. Fed. R. Evid. 201; *see Brown v. Elec. Arts, Inc.*, 724 F.3d 1235, 1248 (9th Cir. 2013) (applying incorporation by reference doctrine to allegedly infringing video game).

B. Factual Background

On a motion to dismiss, the Court assumes the facts alleged in the complaint are true and construes any inferences arising from those facts in the light most favorable to the plaintiff. *See, e.g., Schueneman v. Arena Pharm., Inc.*, 840 F.3d 698, 704 (9th Cir. 2016) (restating generally-accepted principle that "[o]rdinarily, when we review a motion to dismiss under Federal Rule of Civil Procedure 12(b)(6), we accept a plaintiff's allegations as true 'and construe them in the light most favorable' to the plaintiff" (quoting *Zucco Partners, LLC v. Digimarc Corp.*, 552 F.3d 981, 989 (9th Cir. 2009))).

The Court thus accepts the following facts as true:

Esplanade is a California corporation formed by Goldman in 1984 to produce motion pictures and as a vehicle for his various projects as a writer, director, and producer. (Complaint ¶ 23 (Docket No. 1)). Goldman has had a long and successful career in film, and worked in one capacity or another on a number of well-known motion pictures, including *Total Recall*, *Basic Instinct*, and *Minority Report*. (*Id.* ¶¶ 24–29).

Starting in 2000, Goldman developed a franchise for motion pictures, television programs, and derivative products that he called "*Zootopia*." (Compl. ¶ 30). The franchise is "based on an animated cartoon world that metaphorically explores life in America through the fictional setting of a diverse, modern, and civilized society of anthropomorphic animals." (*Id.* ¶ 30). Goldman developed the prospective franchise's

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main characters, and paid an animator/cartoonist to design a set of visual mock-ups of the characters:



(*Id.* ¶ 32).

Goldman wrote a synopsis and treatment of the first segment of the prospective franchise, a live-action film titled *Looney* that he registered with the Writers Guild of America, West, Inc., on August 17, 2000. (Compl. ¶ 33). Neither the synopsis nor the treatment is included in the Complaint, nor is any other holistic description of the plot, characters, dialogue, and so forth. *Looney* appears, however, to be the story of a young man living in a small town who aspires one day to become an animator in the big city. (*Id.* ¶¶ 72–75).

In the early 2000s, a company called Mandeville Films had a first-look production contract with Disney. (Compl. ¶ 36). In 2000, Goldman met with the then-Chief Executive Officer of Mandeville Films, David Hoberman, to pitch the Zootopia proposed franchise. (*Id.* ¶ 37). During the meeting, Goldman shared with Hoberman his character illustrations and his ideas for the themes, plot, and settings for the proposed franchise. (*Id.* ¶ 38). Although Hoberman took copies of the materials after the meeting, and on information and belief gave the materials to Disney, Disney ultimately declined to acquire the rights to the proposed franchise. (*Id.* ¶¶ 38–39).

After further developing the proposed franchise, Goldman tried again in 2009. (Compl. ¶ 40). On February 12, 2009, Goldman met with Brigham Taylor, who at the time was Walt Disney Pictures' Executive Vice President of Production and

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Development, to pitch *Looney*. (*Id.*). During the meeting, Goldman again shared his character illustrations, ideas for the themes, plot, and settings for the broader Zootopia franchise, and the treatment and synopsis of *Looney*. (*Id.* ¶ 42). Taylor took copies of Goldman’s materials and, on information and belief, gave them to others at Disney. (*Id.*). Again, Disney declined to acquire Esplanade’s rights. (*Id.* ¶ 43).

Subsequently, Disney began to develop the animated motion picture that eventually became *Zootopia*. (Compl. ¶ 44). The Film is the story of an idealistic bunny who makes it as a police officer in the big city, only to find herself — and an unlikely partner — tracking down a twisting mystery that leads her from the city’s shady underground up to the political elite. Along the way, the bunny and her partner grapple with the challenges of policing in a diverse metropolis.

Disney completed *Zootopia* on February 11, 2016, and began distributing it on March 4 of that year. (*Id.* ¶¶ 45–46). *Zootopia* grossed more than a billion dollars at the box office, making it the highest-grossing original animated film of all time. (*Id.* ¶ 46). Subsequently, Disney spun off the characters for use at theme parks and in merchandising, as toys, games, books, comics, video games, dolls, clothing, kitchenware, and the like. (*Id.* ¶¶ 48–49).

On February 10, 2017, Esplanade registered the character descriptions and illustrations for the proposed franchise, and the synopsis and treatment of *Looney*, with the United States Copyright Office. (Compl. ¶ 34). Esplanade called the franchise “Zootopia.” (*Id.*).

C. Alleged Similarities

Esplanade alleges that the Film is substantially similar to Goldman’s Zootopia proposed franchise in general, or to *Looney* in particular, or maybe to both — precisely which is unclear from the Complaint. (Compl. ¶ 53). Esplanade alleges that the plots of *Looney* and *Zootopia* are substantially similar because “[b]oth Zootopias play out similar conflicts among the characters, including conflicts about whether one can be what he or she wants to be and whether individuals can change by overcoming

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prejudice not only in society but also within themselves.” (Compl. ¶ 70). Both Zootopias include anthropomorphic animals living in diverse, modern metropolises. (*Id.* ¶ 71). But while this is the central conceit of *Zootopia*, it seems only to be the theme of the animated story-within-a-story in *Looney*. That isn’t to say that a valid claim could not be based on only a portion of *Looney*, but only to emphasize that the substance of the alleged copying remains obscured in the Complaint. As best as can be discerned, however, the Complaint compares the characters and themes of *Zootopia* to the animated portion of *Looney* and the plot of *Zootopia* to the live-action portion of *Looney*.

The Complaint further alleges, in a conclusory fashion, other similarities between *Zootopia* and *Looney*, including similarities in the characters, dialogue, setting, mood and pace of the works. (Compl. ¶¶ 54–69, 77–82). Those will be discussed in more detail, *infra*.

II. DISCUSSION

A. Legal Standards

1. Pleading Standard

“Dismissal under Rule 12(b)(6) is proper when the complaint either (1) lacks a cognizable legal theory or (2) fails to allege sufficient facts to support a cognizable legal theory.” *Somers v. Apple, Inc.*, 729 F.3d 953, 959 (9th Cir. 2013). “Federal Rule of Civil Procedure 8(a)(2) requires only ‘a short and plain statement of the claim showing that the pleader is entitled to relief,’ in order to ‘give the defendant fair notice of what the . . . claim is and the grounds upon which it rests’” *Bell Atl. Corp. v. Twombly*, 550 U.S. 544, 555 (2007) (quoting *Conley v. Gibson*, 355 U.S. 41, 47 (1957)).

In ruling on the Motion under Rule 12(b)(6), the Court follows *Bell Atlantic* and *Ashcroft v. Iqbal*, 556 U.S. 662 (2009). “To survive a motion to dismiss, a complaint must contain sufficient factual matter . . . to ‘state a claim for relief that is plausible on

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its face.” *Iqbal*, 556 U.S. at 678 (quoting *Twombly*, 550 U.S. at 570). The Court must disregard allegations that are legal conclusions, even when disguised as facts. *See id.* at 681 (“It is the conclusory nature of respondent’s allegations, rather than their extravagantly fanciful nature, that disentitles them to the presumption of truth.”); *Eclectic Properties E., LLC v. Marcus & Millichap Co.*, 751 F.3d 990, 996 (9th Cir. 2014). “Although ‘a well-pleaded complaint may proceed even if it strikes a savvy judge that actual proof is improbable,’ plaintiffs must include sufficient ‘factual enhancement’ to cross ‘the line between possibility and plausibility.’” *Eclectic Properties*, 751 F.3d at 995 (quoting *Twombly*, 550 U.S. at 556–57) (internal citations omitted).

The Court must then determine whether, based on the allegations that remain and all reasonable inferences that may be drawn therefrom, the complaint alleges a plausible claim for relief. *See Iqbal*, 556 U.S. at 679; *Cafasso, U.S. ex rel. v. Gen. Dynamics C4 Sys., Inc.*, 637 F.3d 1047, 1054 (9th Cir. 2011). “Determining whether a complaint states a plausible claim for relief is ‘a context-specific task that requires the reviewing court to draw on its judicial experience and common sense.’” *Ebner v. Fresh, Inc.*, No. 13-56644, 2016 WL 5389307, at *2 (9th Cir. Sept. 27, 2016) (as amended) (quoting *Iqbal*, 556 U.S. at 679). Where the facts as pleaded in the complaint indicate that there are two alternative explanations, only one of which would result in liability, “plaintiffs cannot offer allegations that are merely consistent with their favored explanation but are also consistent with the alternative explanation. Something more is needed, such as facts tending to exclude the possibility that the alternative explanation is true, in order to render plaintiffs’ allegations plausible.” *Eclectic Properties*, 751 F.3d at 996–97; *see also Somers*, 729 F.3d at 960.

2. Copyright Infringement

“To prevail on [a] copyright infringement claim, [a plaintiff] must demonstrate (1) ownership of a valid copyright, and (2) copying of constituent elements of the work that are original.” *Benay v. Warner Bros. Entm’t, Inc.*, 607 F.3d 620, 624 (9th Cir. 2010) (citation and internal quotation marks omitted). Ownership is not disputed for

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purposes of this Motion. Accordingly, the Court focuses on whether Esplanade has adequately alleged copying in the Complaint.

A plaintiff may establish copying through direct or circumstantial evidence. *See Baxter v. MCA, Inc.*, 812 F.2d 421, 423 (9th Cir. 1987) (“Because direct evidence of copying is rarely available, a plaintiff may establish copying by circumstantial evidence . . .”). Circumstantial evidence of copying may include “(1) defendant’s access to the copyrighted work prior to creation of defendant’s work and (2) substantial similarity of both general ideas and expression between the copyrighted work and the defendant’s work.” *Baxter v. MCA, Inc.*, 812 F.2d 421, 423 (9th Cir. 1987). Again, Disney does not dispute access for purposes of this Motion, and so the Court assumes without deciding that Disney had access to Esplanade’s work. “Under the ‘inverse ratio’ rule, if a defendant had access to a copyrighted work, the plaintiff may show infringement based on a lesser degree of similarity between the copyrighted work and the allegedly infringing work.” *Benay v. Warner Bros. Entm’t*, 607 F.3d 620, 625 (9th Cir. 2010). Therefore, Esplanade’s burden is somewhat lesser under the facts as alleged in the Complaint.

“The substantial-similarity test contains an extrinsic and intrinsic component.” *Funky Films, Inc. v. Time Warner Entm’t Co., L.P.*, 462 F.3d 1072, 1077 (9th Cir. 2006). A finding of substantial similarity under the extrinsic component is a necessary prerequisite to considering the intrinsic component, which is expressly reserved for the jury. *See Shaw v. Lindheim*, 919 F.2d 1353, 1360–61 (9th Cir. 1990). A failure to satisfy the extrinsic component on a motion to dismiss thus requires judgment for the defendant as a matter of law. *See Funky Films*, 462 F.3d at 1077.

In *Funky Films*, the Ninth Circuit explained the components of the extrinsic component of the test:

Extrinsic analysis is objective in nature. It depends not on the responses of the trier of fact, but on specific criteria which can be listed and analyzed. The extrinsic test focuses on articulable similarities between the plot, themes, dialogue, mood, setting, pace, characters, and sequence

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of events in the two works. In applying the extrinsic test, this court compares, not the basic plot ideas for stories, but the actual concrete elements that make up the total sequence of events and the relationships between the major characters.

462 F.3d at 1077 (quotation marks and citations omitted). As the Ninth Circuit has emphasized, the Court “must take care to inquire only whether ‘the *protectable elements, standing alone*, are substantially similar” and thus must “filter out and disregard the non-protectable elements” when considering substantial similarity. *Cavalier v. Random House*, 297 F.3d 815, 822 (9th Cir. 2002) (quoting *Williams v. Crichton*, 84 F.3d 581, 588 (2d Cir. 1996)) (emphasis in original).

B. Analysis

This action presents the unusual question of whether a plaintiff can plead substantial similarity between two works without either party actually attaching the allegedly infringed work for the Court’s review. No case law directly addresses this question in the context of film (whether motion pictures or television). But whether or not it is *possible* to allege copyright infringement without attaching the relevant works, Esplanade has failed to do so here. The Complaint fails to allege the “the plot, themes, dialogue, mood, setting, pace, characters, and sequence of events” of *Looney* in sufficient detail to ascertain whether it (defined as the live action component, or the animated story-within-a-story, or both) is substantially similar to *Zootopia*. The details of the plot, dialogue, setting, and so on, are pled at such a high level of generality that arguably they consist only of non-protectable concepts and themes — *i.e.*, *scènes-à-faire*. Phrased another way, the Complaint is filled with conclusory allegations that are not factually specific enough to support Esplanade’s claims. Excising those elements leaves little in the Complaint to indicate that *Zootopia* infringed Esplanade’s copyright.

1. Plot

Paragraph 71 of the Complaint, which purports to describe the similarities between the animated story arc within *Looney* and the plot of *Zootopia*, is perhaps

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more accurately described as a list of themes, none of which is specific enough to be protectable. The Complaint alleges that

[b]oth Zootopias involve a small, cute, furry female animal, who is an outsider to “Zootopia.” [Whether this use of “Zootopia” refers to a city, the animal society, or something else entirely is unclear.] She is dismissed by the other more dominant animals because of her species, and she strives to overcome that societal prejudice. She is brave, determined, resourceful, and helpful to others in trouble, particularly by using her small size. She becomes friends with an abrasive predator who lives in Zootopia. [Again, it is unclear how “Zootopia” is being used in this context.] The predator is also subject to prejudice as he is reviled for his species. He is determined not to seek the approval of those who disdain him and derives pleasure from pulling pranks. The two contrasting protagonists team up and contend with prejudice and preconceived notions of the elite, including a power structure headed by those whose species were dominant in a state of nature. She is an enthusiastic optimist while he is a cynical pessimist, and the stories play out that conflict, *e.g.*, whether one can evolve, define oneself, and become what he or she wants to be. Each plot develops in the context of a scheme by a third character, a small prey animal, to upend the power structure, but the scheme goes too far and fails.

(Compl. ¶ 71).

What the paragraph describes is a buddy movie starring talking animals, possibly set in a place called “Zootopia.” The paragraph spends more time describing the generic characteristics of the protagonists (*e.g.*, “[s]he is brave, determined, resourceful, and helpful to others in trouble, particularly by using her small size”) and the themes (the works explore “a power structure headed by those whose species were dominant in a state of nature” and “whether one can evolve, define oneself, and become what he or she wants to be”), than any true plot points. From this description, it is impossible to determine what the plot of the animated portion of *Looney* even is.

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Perhaps the most specific and detailed allegation is that the two protagonists present an odd pair — one a predator, the other prey, one optimistic, the other a cynical pessimist. But this is a cliché of the buddy cop genre. *See, e.g., Men in Black* (Columbia Pictures 1997) (streetwise, charming youngster is paired with a stodgy old coot); *Rush Hour* (New Line Cinema 1998) (straight-laced Hong Kong detective is paired with wisecracking, reckless LAPD detective); *The Heat* (20th Century Fox 2013) (straight-laced FBI agent is paired with an unconventional Boston cop). “[C]haracters which naturally flow from a ‘basic plot idea’ are ‘scenes-a-faire’ not protected by copyright.” *Campbell v. Walt Disney Co.*, 718 F. Supp. 2d 1108, 1115 (N.D. Cal. 2010). Excising all of the non-protectable elements and conclusory allegations from paragraph 71 leaves any potential jury with insufficient facts to conclude anything about whether *Zootopia* is substantially similar to *Looney*.

The more extended discussion of the plot similarities between the live-action portion of *Looney* and *Zootopia* does not fare any better. Again, it is impossible to get more than the most general sense of *Looney*’s plot from the Complaint, because the story arc itself is never separately pled. Instead, the Complaint leaves it for the Court to infer the details of the plot from a list of purported similarities. (*See* Compl. ¶¶ 72–76). Not only does this leave the details of *Looney*’s plot obscure, the alleged similarities bear only a passing resemblance to the plot of *Zootopia*.

For example, the Complaint argues that the two works are similar because both “begin with young, uncool heroes who live in small towns with their parents” both of whom are “bullied by a bigger, stronger, mean kid” and both of whom “work to achieve a career dream that their parents specifically discourage.” (*Id.* ¶ 72). Not only is this description too vague to support a claim of substantial similarity, but it is different in key respects from the plot of *Zootopia*. There, the female bunny protagonist, Judy Hopps — in contrast with *Looney*’s human male protagonist — is popular and brave, with a plum part in the school play and several friends who she loyally protects from the local bully. Although Judy certainly acts single-mindedly in pursuing her dream of becoming a police officer in the big city, her parents are not

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“specifically discouraging,” but are in fact relatively supportive of their daughter’s goals, despite their tendency to worry on her behalf.

The Complaint further alleges that the two plots are similar because, upon arriving in the big city, “the heroes come up against strong, powerful, and entrenched bosses who want to maintain control over the heroes.” (Compl. ¶ 73). But there is no indication that Judy’s boss, Chief Bogo, is particularly “entrenched” nor does he seem to want to “maintain control” over Judy; rather, he is much more concerned with driving her off the police force altogether, by assigning her menial tasks.

The Complaint then describes the following narrative arc supposedly shared by the two works:

The heroes have partners who help them achieve success. But success goes to the heroes’ heads and they publicly offend others and alienate their partners, exhibiting their own prejudices. This triggers a job crisis, resulting in the heroes losing their dream jobs and hard-won statuses. And the crisis results in their having to leave unfinished an important but problematic project.

(Compl. ¶ 73).

In *Zootopia*, Judy partners with a fox named Nick, who helps her find a missing otter; and, in the process, the two uncover what appears to be a scheme by the mayor to cover up an epidemic of predators going “savage.” During a press conference afterwards, Judy inadvertently implies that predators are naturally inclined to turn savage, offending and alienating Nick. But Judy does not “lose” her dream job, she voluntarily resigns at the height of her success. And there is no indication that Judy leaves “an important but problematic project” unfinished. When Judy resigns, so far as she knows, she has solved the mystery of why animals go savage. It is not until later that Judy realizes that mystery had more to it than initially met the eye.

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Whether the foregoing description of *Zootopia* accurately describe *Looney*'s plot is unclear from the Complaint. It seems not — although the sections discussing plot say nothing about whether *Looney*'s protagonist, too, fights his way onto the police force, only to uncover an apparent scheme by the Mayor to cover up wrongdoing by persons of his social group, it seems unlikely in a movie about a small-town animator making his way in the big city. But the allegations are just not specific enough to say for sure.

Finally, the strained comparison regarding the climax of the films requiring their characters to “solve a problem with the madness of out-of-control *Zootopia* characters in an asylum” (Compl. ¶ 75) misstates the sequence of events in *Zootopia*. In *Zootopia*, it is the trip to the asylum that leads to the discovery of the missing predators and, eventually, Judy's disastrous press conference. The climactic scene in which Judy and Nick together outwit the antagonist seemingly takes place in some sort of natural history museum. And again, the allegations in the Complaint make it impossible to know whether *Looney*'s protagonist uncovers a similar scheme.

The vague allegations regarding the plot of *Looney* fail to establish the factual support necessary to plead a proper claim of copyright infringement. No jury could conclude, from the strained comparisons outlined above, that the two works have substantially similar plots.

2. Characters

The Complaint also alleges that the *Zootopia* characters' traits, designs, and artwork were copied from *Looney*. Esplanade does provide the original artwork, and thus, taken alone, this portion of the Complaint would survive a Rule 8 analysis. But Esplanade does not claim that only the artwork was stolen; it claims the work as a whole was copied. Therefore, this section is insufficient on its own to show copying between the works. And even if it were, as described below, the *Looney* artwork is not substantially similar to the artwork in *Zootopia*.

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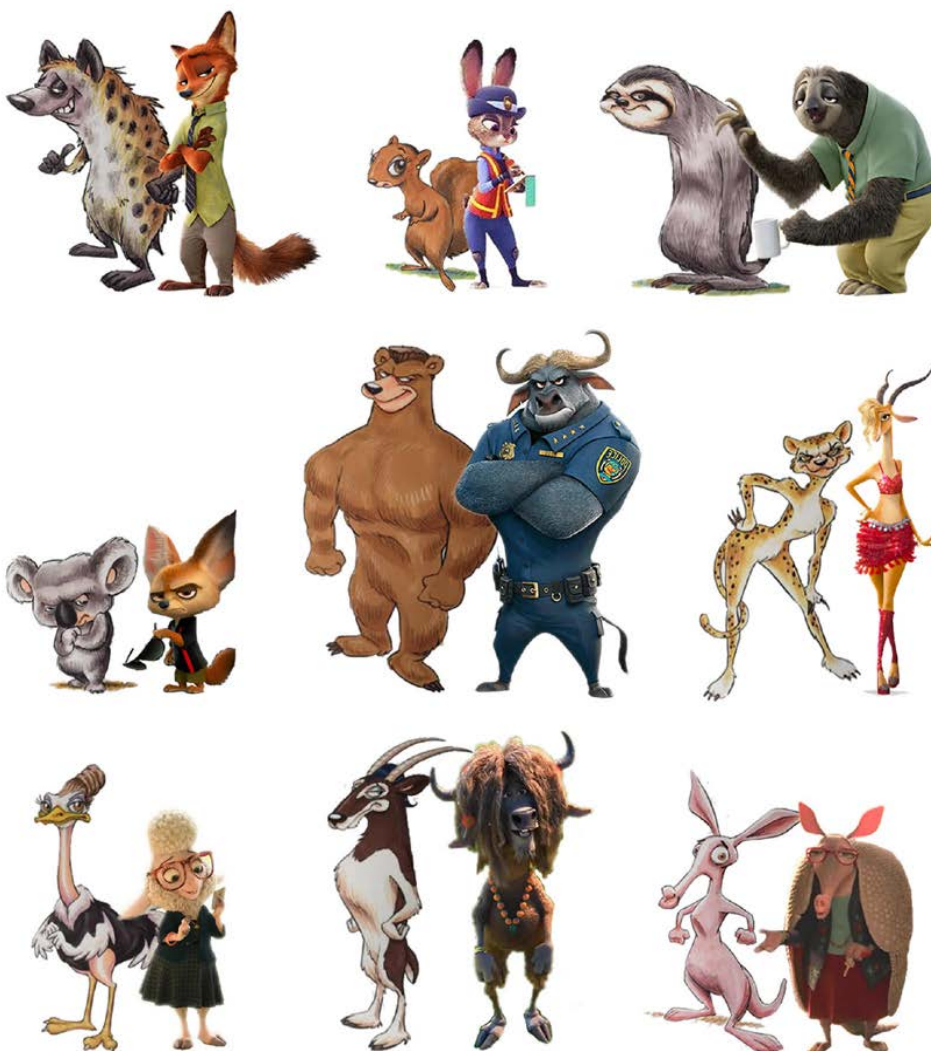
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The Complaint includes the following chart comparing the character designs and artwork from *Looney* (the characters on the left in each pair) with those from *Zootopia* (the characters on the right in each pair):

Comparison of the Characters in the Goldman Zootopia (L) and Disney Zootopia (R)



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The differences between the character designs outnumber the similarities. Most obviously, almost none of the above pairings actually include the same animals. A hyena is not a fox (and in reality is a much larger animal than a fox) and a grizzly bear is not a water buffalo. Additionally, the *Looney* characters are unclothed while the *Zootopia* characters are all elaborately costumed. And the animation style itself is very different between the two sets of characters: whereas the Disney characters are typically cute and appealing, the *Looney* characters evoke a darker, seedier aesthetic. The *Zootopia* characters appear generally clean, healthy, and well-built for their respective body types; by contrast, the *Looney* characters have generally slovenly physiques, poor posture, and circles under their eyes. Picking just one example, while Nick, the fox from *Zootopia*, sports smooth fur, a straight back, and a full bushy tail, *Looney*'s hyena slouches sheepishly, emphasizing his protruding, paunchy belly and disheveled fur; his scrawny, rather stunted tail is all but hidden. The two character designs bear little resemblance to one another.

Indeed, most similarities between the characters boil down to the fact that both ensembles consist of anthropomorphic animals whose attributes flow to some extent from their physical form. That is, small animals are cute and feminine, traditional trickster animals appear sly, and large animals are strong. The Complaint alleges that “the characters illustrated [in both works] are not true-life depictions of real animals, nor are they generic or inherent in nature; rather, they are original creative expressions of animals of different species from different habitats in different parts of the world and constitute a selection and arrangement of expression.” (Compl. ¶ 79). This allegation is a generic observation, a *scène-à-faire* flowing from the very idea of anthropomorphizing animals. Indeed, this statement could be true of any number of animated, talking-animal films created over the years, from *Robin Hood* (Walt Disney Pictures 1973) to *Finding Nemo* (Walt Disney Pictures 2003). It likely is not protectable. See *Mandeville-Anthony v. Walt Disney Co.*, No. CV 11-2137-VBF (JEMx), 2012 WL 4017785, at *3 (C.D. Cal. July 28, 2012) (“[T]he *idea* of animated, anthropomorphic car characters is unprotectable” as is “[t]he idea that some of the respective car characters share attributes that flow from their make and country of origin” because there is “no property interest in stereotyped characters.”) (emphasis

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in original) (quoting *Midas Prod., Inc. v. Baer*, 437 F. Supp. 1388, 1390 (C.D. Cal. 1977)).

Nor does the Complaint plead any details that would permit a comparison between the personalities and traits of the two sets of characters. To be deemed protectable in the Ninth Circuit, characters must meet a three-part test, including a requirement that they be “especially distinctive.” See *DC Comics v. Towle*, 802 F.3d 1012, 1021 (9th Cir. 2015) (requiring characters to (1) have “physical as well as conceptual qualities,” (2) be “sufficiently delineated,” and (3) be “especially distinctive” in order to receive copyright protection, and on application of the test, finding the Batmobile to be a protected character); see also *Walt Disney Prods. v. Air Pirates*, 581 F.2d 751 (9th Cir. 1978) (finding Mickey Mouse to be a protected character); *Metro-Goldwyn-Mayer, Inc. v. Am. Honda Motor Co.*, 900 F. Supp. 1287, 1295–96 (C.D. Cal. 1995) (finding James Bond to be a protected character). The allegations in the Complaint are too general to meet any component of this test. For example, in ostensibly comparing Judy with a composite of two *Looney* characters, the Complaint describes only Judy. (Compl. ¶ 66). The paragraph says nothing about how Judy’s character is similar to “Mimi” or “Hugo,” and it is not even clear from the Complaint who these characters are, or what role they play in *Looney*. The same is true of the attempt to compare Nick with “Roscoe” and “Monty” (*id.* ¶ 67), the attempt to compare Ms. Bellwether with “Ms. Quilty” and “Fuzz” (*id.* ¶ 68), and so on.

3. Dialogue, Mood, Setting, etc.

The remaining similarities claimed in the Complaint are equally unsupported by any facts alleged therein. The Complaint argues that the “mood” of the two works is substantially similar because both “are written for adults and children, with comic, social, and emotional aspects” and “involve humor with an undercurrent of pathos and light moments juxtaposed with dark moments.” (Compl. ¶ 77). This generic description encompasses nearly every animated movie Disney has ever made.

Nor does the dialogue identified in the Complaint support an inference of copying. A successful claim of dialogue infringement requires “extended similarity of

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dialogue” between the two works. *Olson v. Nat’l Broad. Co.*, 855 F.2d 1446, 1450 (9th Cir. 1988); *see also Bernal v. Paradigm Talent and Literary Agency*, 788 F. Supp. 2d 1043, 1071 (C.D. Cal. 2010) (rejecting claim of substantial similarity where there was only sporadic similarity of dialogue). Moreover, “ordinary, common expressions . . . are not copyrightable.” *Bernal*, 788 F. Supp. 2d at 1072.

Here, the Complaint identifies only two instances of similar dialogue, which is insufficient to show any extended dialogic similarity between *Zootopia*, which has a 110-minute running time, and *Looney*, which proposed running time is unknown. (Compl. ¶¶ 60–61); *see Braham v. Sony/ATV Music Publ’g*, No. CV 15-8422 MWF (GJSx), 2015 WL 7074571, at *5 (C.D. Cal. Nov. 10, 2015) (concluding that the repetition of the phrases “Haters gonna hate” and “Players gonna play” between two songs was, in itself, insufficient to create a plausible case of copyright infringement); *Gallagher v. Lions Gate Entm’t Inc.*, No. CV 15-2739-ODW (Ex), 2015 WL 12481504, at *10 (C.D. Cal. Sept. 11, 2015) (“A mere three sentences taken from a 302-page book compared to three sentences from a 90-minute motion picture falls far short of the ‘extended similarity’ required for a finding of substantial similarity for dialogue.”). Moreover, both sets of dialogue identified as similar are the sorts of “ordinary, common expressions” that courts have rejected as non-copyrightable. (*See, e.g.,* Compl. ¶ 61 (comparing the remark, “He has no hope that he can change or improve; or that anyone else can change or improve” from *Looney* with the remark, “Everyone comes to Zootopia thinking they can be anything they want. Well, you can’t. You can only be what you are” from *Zootopia*)).

The Complaint alleges that the settings of *Zootopia* and *Looney* are similar. Although, as has been discussed above, it is difficult to tell where *Looney* is set, the Complaint indicates that *Looney* plays out in a live-action suburb and its adjacent city. (Compl. ¶ 3). Absent more, Esplanade has failed to allege a substantial similarity to *Zootopia*, which takes place primarily in an entirely fictional, computer-animated city called “Zootopia” that is divided into several temperature-controlled, unique zones to accommodate the anthropomorphic animals who live there. *See, e.g., Gallagher*, 2015 WL 12481504, at *10 (concluding that “the setting for half of *Cabin*’s scenes and an

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integral aspect of the plot [is not] merely a minor difference”); *Benay*, 607 F.3d at 628 (holding that settings were not similar partly because “[t]he Film includes extended scenes in a samurai village” and “[n]o such village appears in the Screenplay.”).

It is true that, as the Complaint alleges, the title of *Zootopia* and the title of the *Looney* franchise are the same, at least as described in the 2017 copyright. (Compl. ¶ 85). The Complaint alleges that “‘Zootopia’ is more than just a name: it expresses theme, setting, and character, and it relates to plot.” (*Id.* ¶ 80). While this may be so, a shared title alone is insufficient to rescue the Complaint from its many other deficiencies.

4. *Metcalf* and the Totality of the Elements

At the hearing, counsel for Esplanade argued that even if none of the individual elements discussed above is sufficiently specific to be protectable, taken together the allegations are sufficient to raise an inference of copying under *Metcalf v. Bochco*, 294 F.3d 1069 (9th Cir. 2002). In that case, the Ninth Circuit considered whether two works, including the television series *City of Angels*, were sufficiently similar under the extrinsic test to survive summary judgment. *Id.* at 1072. The Ninth Circuit concluded that, although the similarities between the works were not individually protectable, when considered as a whole the overall selection and sequence of generic elements was substantially similar. *Id.* at 1074–75. Esplanade relies on this case for the principle that “[t]he particular sequence in which an author strings a significant number of unprotectable elements can itself be a protectable element.” *Id.* at 1074.

As currently drafted, however, the allegations in the Complaint are too vague to determine whether any particular sequence of generic elements in *Looney* is protectable. That is, the Complaint never clearly sets out *any* sequence of events from beginning to end, and thus the Court is unable to evaluate whether the alleged generic similarities between *Looney* and *Zootopia* “go[] beyond the necessities of [defendants’ work’s] theme and belie[] any claim of literary accident” *Id.* at 1074 (quoting *Shaw*, 919 F.2d at 1363).

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5. In Sum

It was within Esplanade’s power to attach the *Looney* treatment, synopsis, and/or screenplay to the Complaint so that a clear, direct comparison between it and *Zootopia* could have been made. As the masters of their complaint, plaintiffs should allege the facts that best support their case. See *Zella v. E.W. Scripps Co.*, 529 F. Supp. 2d 1124, 1132 (C.D. Cal. 2007) (granting motion to dismiss copyright claim even though court considered only 8 of 150 allegedly infringing television episodes, because those 8 episodes were the only ones the plaintiffs attached to the complaint). Here, the failure to include, at the least, any clear summary of the *Looney* plot, dialogue, themes, and so on indicates, on some level, that Esplanade believed including those details would have been detrimental to its claims. To decide in Esplanade’s favor and allow the action to proceed based on deliberate obfuscation would run afoul of what the Ninth Circuit considers to be “a critical policy interest in ‘preventing plaintiffs from surviving a Rule 12(b)(6) motion by deliberately omitting references to documents upon which their claims are based.’” *Id.* (quoting *Parrino v. FHP, Inc.*, 146 F.3d 699, 706 (9th Cir. 1998)); *c.f. id.* (rejecting a scenario where “future plaintiffs alleging copyright infringement in ongoing works (i.e., book series or television series), could evade dismissal simply by alleging infringement from common elements by citing only a handful of specific examples in the” complaint as implicitly rejected by the Ninth Circuit’s decision in *Funky Films*).

The Motion is thus **GRANTED** as to Esplanade’s copyright claim.

Esplanade may cure the deficiencies outlined above either by providing a clear and detailed description of the allegedly infringed works, or by attaching them to the Complaint — at which point the Court will again consider whether the works are substantially similar to *Zootopia*. Accordingly, Esplanade shall be afforded ***leave to amend***. See *Carolina Cas. Ins. Co. v. Team Equip., Inc.*, 741 F.3d 1082, 1086 (9th Cir. 2014) (“A complaint should not be dismissed without leave to amend unless amendment would be futile.”).

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C. State Law Claims

Because the Motion is granted with leave to amend, the Court will not rule on the state law claims at this time. However, the Court is not inclined to exercise supplemental jurisdiction over Esplanade’s remaining state law claims should a First Amended Complaint be filed and dismissed. *See* 28 U.S.C. § 1367(c) (“The district court[] may decline to exercise supplemental jurisdiction over a claim . . . if . . . the district court has dismissed all claims over which it has original jurisdiction.”); *Satey v. JPMorgan Chase & Co.*, 521 F.3d 1087, 1091 (9th Cir. 2008) (“[A] federal district court with power to hear state law claims has discretion to keep, or decline to keep, them under the conditions set out in § 1367(c)”) (quoting *Acri v. Varian Assoc., Inc.*, 114 F.3d 999, 1000 (9th Cir.1997) (en banc)).

III. CONCLUSION

For the foregoing reasons, the Motion is **GRANTED**. The First Amended Complaint, if any, shall be filed on or before **July 24, 2017**.

IT IS SO ORDERED.

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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

ESPLANADE PRODUCTIONS, INC., a
California corporation,

Plaintiff,

vs.

THE WALT DISNEY COMPANY, a
Delaware corporation; DISNEY
ENTERPRISES, INC., a Delaware
corporation; WALT DISNEY PICTURES,
a California corporation; ABC, INC., a
New York corporation; BUENA VISTA
HOME ENTERTAINMENT, INC., a
California corporation; DISNEY
CONSUMER PRODUCTS, INC., a
California corporation; DISNEY
CONSUMER PRODUCTS AND
INTERACTIVE MEDIA, INC., a
California corporation; DISNEY BOOK
GROUP, LLC, a Delaware limited liability
company; BUENA VISTA BOOKS, INC.,
a California corporation; DISNEY
INTERACTIVE STUDIOS, INC., a
California corporation; DISNEY STORE
USA, LLC, a Delaware limited liability
company; DISNEY SHOPPING, INC., a
Delaware corporation; and DOES 1
through 10, inclusive,

Defendants.

CASE NO.:

COMPLAINT FOR:

- (1) COPYRIGHT
INFRINGEMENT (17 U.S.C.
§ 101, ET SEQ.);**
- (2) BREACH OF IMPLIED-IN-
FACT CONTRACT;**
- (3) BREACH OF CONFIDENCE;**
- (4) UNFAIR COMPETITION**

JURY TRIAL DEMANDED

COMPLAINT

1 Plaintiff Esplanade Productions, Inc. (“Esplanade”) alleges:

2
3 **INTRODUCTION**

4 1. Copyright law protects the expression of original works of authorship
5 from unauthorized copying. Although The Walt Disney Company rigorously
6 enforces its copyrights, it has developed a culture that not only accepts the
7 unauthorized copying of others’ original material, but encourages it. Byron
8 Howard, a director and credited writer of the Disney animated motion picture,
9 *Zootopia*, has told artists:

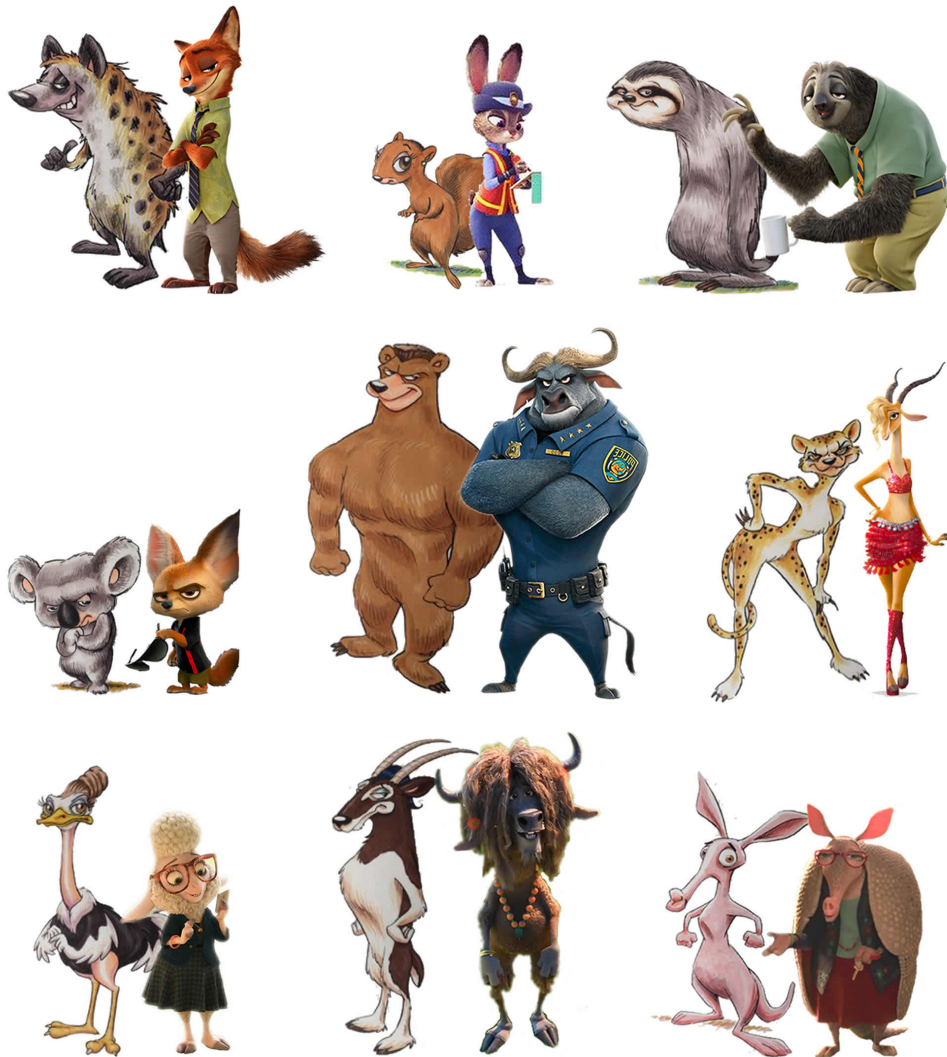
10 Don’t worry if you feel like you’re copying something,
11 because if it comes through you, it’s going to filter through
12 you and you’re going to bring your own unique perspective
13 to it.

14 2. Defendants’ unauthorized appropriation of others’ intellectual property
15 is a corporate practice that has generated tremendous profits. They did it with *The*
16 *Lion King* when they copied Osamu Tezuka’s *Kimba The White Lion*. They did it
17 with *Toy Story* when they copied Jim Henson’s *The Christmas Toy*. They did it with
18 *Monsters, Inc.* when they copied Stanley Mouse’s *Wise G’Eye*. They did it with *Up*
19 when they copied Yannick Banchereau’s *Above Then Beyond*. They did it with the
20 *Frozen* trailer when they copied Kelly Wilson’s *The Snowman*. And, they did it
21 with *Inside Out* when they copied Frédéric Mayer’s and Cédric Jeanne’s *Cortex*
22 *Academy*, among other sources.

23 3. They did it with *Zootopia*, too, when they copied Gary L. Goldman’s
24 *Zootopia*. Twice – in 2000 and 2009 – Goldman, on behalf of Esplanade, pitched
25 Defendants his *Zootopia* franchise, which included a live-action component called
26 *Looney* and an animated component called *Zootopia*. He provided a treatment,
27 a synopsis, character descriptions, character illustrations, and other materials. He
28 even provided a title for the franchise: “Zootopia.” Instead of lawfully acquiring

Goldman's work, Defendants said they were not interested in producing it and sent him on his way. Thereafter, consistent with their culture of unauthorized copying, Defendants copied Goldman's work. They copied Goldman's themes, settings, plot, characters, and dialogue – some virtually verbatim. They copied Goldman's title, "Zootopia." They even copied Goldman's character designs and artwork, as shown in the side-by-side comparison below:

Comparison of the Characters in the Goldman Zootopia (L) and Disney Zootopia (R)



4. By this action, Esplanade seeks to hold Defendants responsible for their blatant and unauthorized copying of Goldman's work.

JURISDICTION AND VENUE

5. The Court has subject matter jurisdiction over this action pursuant to 28 U.S.C. §§ 1331, 1338(a), and 1367(a) because the Court has original jurisdiction over Esplanade’s claim for copyright infringement arising under 17 U.S.C. § 101, *et seq.*, and supplemental jurisdiction over Esplanade’s claims arising under California law.

6. The Court has personal jurisdiction over Defendants because they reside and/or conduct business in the State of California.

7. Venue is proper in this district pursuant to 28 U.S.C. § 1391(b) because Defendants reside in this district and a substantial part of the events and omissions giving rise to Esplanade's claims occurred in this district. Venue also is proper in this district pursuant to 28 U.S.C. §§ 1391(c) and 1400(a) because Defendants are subject to personal jurisdiction in this district and reside in this district.

PARTIES

8. Esplanade is, and at all times mentioned herein was, a corporation duly organized and existing under the laws of the State of California, with its principal place of business in Los Angeles, California.

9. Esplanade is informed and believes, and on that basis alleges, that Defendant The Walt Disney Company is, and at all times mentioned herein was, a corporation duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of California, with its principal place of business in Burbank, California.

10. Esplanade is informed and believes, and on that basis alleges, that Defendant Disney Enterprises, Inc. is, and at all times mentioned herein was, a corporation duly organized and existing under the laws of the State of Delaware and qualified to do business in the State of California, with its principal place of business in Burbank, California. Esplanade is further informed and believes, and on

1 that basis alleges, that Disney Enterprises, Inc. is a subsidiary of The Walt Disney
2 Company. Esplanade is further informed and believes, and on that basis alleges,
3 that Disney Enterprises, Inc.'s primary business activity is the licensing of
4 intellectual property rights related to motion pictures and television programs
5 produced by its affiliates and/or subsidiaries.

6 11. Esplanade is informed and believes, and on that basis alleges, that
7 Defendant Walt Disney Pictures is, and at all times mentioned herein was, a
8 corporation duly organized and existing under the laws of the State of California,
9 with its principal place of business in Burbank, California. Esplanade is further
10 informed and believes, and on that basis alleges, that Walt Disney Pictures is a
11 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes,
12 and on that basis alleges, that Walt Disney Pictures' primary business activity is the
13 development and production of motion pictures.

14 12. Esplanade is informed and believes, and on that basis alleges, that
15 Defendant ABC, Inc. is, and at all times mentioned herein was, a corporation duly
16 organized and existing under the laws of the State of New York, with its principal
17 place of business in Burbank, California. Esplanade is further informed and
18 believes, and on that basis alleges, that ABC, Inc. is a direct or indirect subsidiary of
19 The Walt Disney Company. Esplanade is further informed and believes, and on that
20 basis alleges, that ABC, Inc. operates a division known as Walt Disney Studios
21 Motion Pictures, which distributes motion pictures produced by affiliated entities.

22 13. Esplanade is informed and believes, and on that basis alleges, that
23 Defendant Buena Vista Home Entertainment, Inc. is, and at all times mentioned
24 herein was, a corporation duly organized and existing under the laws of the State of
25 California, with its principal place of business in Burbank, California. Esplanade is
26 further informed and believes, and on that basis alleges, that Buena Vista Home
27 Entertainment, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further
28 informed and believes, and on that basis alleges, that Buena Vista Home

1 Entertainment, Inc.'s primary business activity consists of distributing Blu-ray Discs
2 and DVDs of motion pictures produced by affiliated entities.

3 14. Esplanade is informed and believes, and on that basis alleges, that
4 Defendant Disney Consumer Products, Inc. is, and at all times mentioned herein
5 was, a corporation duly organized and existing under the laws of the State of
6 California, with its principal place of business in Burbank, California. Esplanade is
7 further informed and believes, and on that basis alleges, that Disney Consumer
8 Products, Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further
9 informed and believes, and on that basis alleges, that Disney Consumer Products,
10 Inc.'s primary business activity is the licensing of intellectual property rights for
11 exploitation by third parties.

12 15. Esplanade is informed and believes, and on that basis alleges, that
13 Defendant Disney Consumer Products and Interactive Media, Inc. is, and at all times
14 mentioned herein was, a corporation duly organized and existing under the laws of
15 the State of California, with its principal place of business in Burbank, California.
16 Esplanade is further informed and believes, and on that basis alleges, that Disney
17 Consumer Products and Interactive Media, Inc. is a subsidiary of Disney
18 Enterprises, Inc. Esplanade is further informed and believes, and on that basis
19 alleges, that Disney Consumer Products and Interactive Media, Inc.'s primary
20 business activity is the licensing of intellectual property rights for exploitation by
21 third parties.

22 16. Esplanade is informed and believes, and on that basis alleges, that
23 Defendant Disney Book Group, LLC is, and at all times mentioned herein was, a
24 limited liability company duly organized and existing under the laws of the State of
25 Delaware, with its principal place of business in Burbank, California. Esplanade is
26 further informed and believes, and on that basis alleges, that Disney Book Group,
27 LLC is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
28 believes, and on that basis alleges, that Disney Book Group, LLC's primary

1 business activity is the distribution, marketing, and selling of publications related to
2 motion pictures produced by its affiliated entities.

3 17. Esplanade is informed and believes, and on that basis alleges, that
4 Defendant Buena Vista Books, Inc. is, and at all times mentioned herein was, a
5 limited liability company duly organized and existing under the laws of the State of
6 California, with its principal place of business in Burbank, California. Esplanade is
7 further informed and believes, and on that basis alleges, that Buena Vista Books,
8 Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
9 believes, and on that basis alleges, that Buena Vista Books, Inc.'s primary business
10 activity is the distribution, marketing, and selling of publications related to motion
11 pictures produced by its affiliated entities.

12 18. Esplanade is informed and believes, and on that basis alleges, that
13 Defendant Disney Interactive Studios, Inc. is, and at all times mentioned herein was,
14 a corporation duly organized and existing under the laws of the State of California,
15 with its principal place of business in Burbank, California. Esplanade is further
16 informed and believes, and on that basis alleges, that Disney Interactive Studios,
17 Inc. is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
18 believes, and on that basis alleges, that Disney Interactive Studios, Inc.'s primary
19 business activity is the publication and distribution of video games related to motion
20 pictures produced by its affiliated entities.

21 19. Esplanade is informed and believes, and on that basis alleges, that
22 Defendant Disney Store USA, LLC is, and at all times mentioned herein was, a
23 limited liability company duly organized and existing under the laws of the State of
24 Delaware, with its principal place of business in Burbank, California. Esplanade is
25 further informed and believes, and on that basis alleges, that Disney Store USA,
26 LLC is a subsidiary of Disney Enterprises, Inc. Esplanade is further informed and
27 believes, and on that basis alleges, that Disney Store USA, LLC's primary business
28

1 activity is the operation of retail stores that sell merchandise related to motion
2 pictures produced by its affiliated entities.

3 20. Esplanade is informed and believes, and on that basis alleges, that
4 Defendant Disney Shopping, Inc. is, and at all times mentioned herein was, a
5 corporation duly organized and existing under the laws of the State of Delaware,
6 with its principal place of business in Burbank, California. Esplanade is further
7 informed and believes, and on that basis alleges, that Disney Shopping, Inc. is a
8 subsidiary of Disney Enterprises, Inc. Esplanade is further informed and believes,
9 and on that basis alleges, that Disney Shopping, Inc.'s primary business activity is
10 the operation of an Internet-based store (<http://disneystore.com>) that sells
11 merchandise related to motion pictures produced by its affiliated entities.

12 21. The true names and capacities of Defendants Does 1 through 10,
13 inclusive, are presently unknown to Esplanade, who therefore sues said Defendants
14 by such fictitious names. Esplanade is informed and believes, and on that basis
15 alleges, that each of the fictitiously named defendants is responsible in some manner
16 for the matters alleged herein. Esplanade will amend this Complaint to state the true
17 names and capacities of Does 1 through 10 when they are ascertained.

18 22. Esplanade is informed and believes, and on that basis alleges, that at all
19 times mentioned herein, each Defendant acted as the actual or ostensible agent,
20 employee, and/or co-conspirator of each other Defendant and, in performing the
21 actions alleged herein, acted in the course and scope of such agency, employment,
22 and/or conspiracy. Esplanade is further informed and believes, and on that basis
23 alleges, that each Defendant succeeded to, assumed the liabilities of, and/or ratified
24 the actions of each other Defendant with respect to the matters alleged herein.

FACTUAL BACKGROUND

I. Goldman Has Over 30 Years of Experience Directing, Writing, and Producing Commercially and Critically Acclaimed Motion Pictures.

23. Goldman is a successful motion picture writer, director, and producer. In 1984, Goldman incorporated Esplanade to produce motion pictures and provide his services as a writer, director, and producer. Goldman has since been Esplanade's Chief Executive Officer, director, employee, and sole shareholder.

24. After graduating from Brandeis University in 1975, Goldman studied filmmaking at the University of California, Los Angeles. Goldman then directed two critically acclaimed documentary films: *Degas In New Orleans*, which was invited to the Cannes Film Festival, and *Yes, Ma'am*, which won first prize at the American Film Festival.

25. Goldman later wrote screenplays for major motion pictures, including *Big Trouble in Little China*, *Total Recall*, *Navy Seals*, and *Next*. Goldman also worked as a script doctor for other major motion pictures, including *Basic Instinct*, *Waterworld*, and *Judge Dredd*. In addition, Goldman has produced major motion pictures such as *Minority Report* and *Next*.

26. Goldman has long worked on commercially and critically successful motion pictures. The motion pictures mentioned above have grossed over one billion dollars, with some breaking box office records upon release. Many also have received widespread critical praise; for example, *Total Recall* and *Minority Report* are often listed among the best science fiction motion pictures of all time.

27. Goldman also has conceived and worked on motion pictures that became franchises and generated revenues from ancillary markets and merchandising. For example, *Big Trouble in Little China* generated revenues from merchandise such as clothing, action figures, comic books, and video games; *Total Recall* was remade into a 2012 motion picture, spawned a television series, and was

1 made into a video game; and *Minority Report* was made into a television series and
2 a video game.

3 28. Goldman has worked with Hollywood's A-List as well. On the motion
4 pictures mentioned above, Goldman is credited alongside directors such as Steven
5 Spielberg and Paul Verhoeven, as well as some of Hollywood's biggest actors,
6 including Kate Beckinsale, Jessica Biel, Nicholas Cage, Bryan Cranston, Tom
7 Cruise, Colin Farrell, Julianne Moore, Kurt Russell, Arnold Schwarzenegger,
8 Sharon Stone, and Charlie Sheen.

9 29. Goldman also has long worked with the industry's top studios. He
10 even has worked with Defendants. In 2007, Walt Disney Pictures hired Goldman to
11 write a screenplay for a project known as *Blaze*, created by Marvel comic-book
12 writer Stan Lee. Walt Disney Pictures executive Brigham Taylor oversaw the
13 project. Goldman worked closely with Taylor and Lee. Both liked Goldman's
14 work: Taylor commissioned additional work, and Lee wrote Goldman, "You're now
15 my favorite writer!"

16 **II. Goldman Spent Substantial Resources to Create and Develop Zootopia.**

17 30. In 2000, Goldman, as an employee of Esplanade, researched,
18 conceptualized, created, developed, and wrote an original artistic work entitled
19 *Zootopia* (the "Goldman Zootopia"). Between 2000 and 2009, Goldman further
20 researched, conceptualized, developed, and wrote the Goldman Zootopia. The
21 Goldman Zootopia is a franchise for motion pictures, television programs, and
22 derivative products based on an animated cartoon world that metaphorically
23 explores life in America through the fictional setting of a diverse, modern, and
24 civilized society of anthropomorphic animals.

25 31. Goldman invested substantial time, money, and other resources to
26 create and develop the Goldman Zootopia. Among other things, Goldman created
27 and wrote detailed descriptions of the franchise's main characters, including the
28

1 characters' physical appearances, personal histories, and character traits (the
2 "Character Descriptions").

3 32. Esplanade also engaged an established and experienced animator,
4 character designer, and cartoonist on a work-made-for-hire basis to create the
5 following visual images of the main characters in the Goldman Zootopia (the
6 "Character Illustrations"):



7
8
9
10
11
12 33. In addition, Goldman wrote a synopsis (the "Synopsis") and a treatment
13 (the "Treatment") for the first segment of the Goldman Zootopia franchise, entitled
14 *Looney*. On August 17, 2000, the Treatment was registered with the Writers Guild
15 of America, West, Inc.

16 34. On February 10, 2017, Esplanade registered the Character Descriptions,
17 Character Illustrations, Synopsis, and Treatment as part of a collection entitled
18 "Zootopia" with the United States Copyright Office.

19 **III. Goldman Pitched the Goldman Zootopia to Defendants in Confidence**
20 **and for Compensation.**

21 35. In the motion picture industry, writers commonly submit ideas and
22 written materials to studios and producers with the understanding that, if any idea or
23 material is used, the studio or producer must compensate the writer for the use of the
24 idea or material. Furthermore, writers, studios, and producers generally understand
25 that such ideas and materials are disclosed in confidence and may not be disclosed
26 to others or used beyond the limits of the confidence without the writer's consent.
27 Esplanade and Defendants had such understandings at all material times mentioned
28 in this complaint.

1 **A. 2000 Pitch**

2 36. In 2000, Goldman met with Mandeville Films' Chief Executive
3 Officer, David Hoberman, at Defendants' offices in Burbank, California, to pitch the
4 Goldman Zootopia. Esplanade is informed and believes, and on that basis alleges,
5 that Hoberman was Walt Disney Studios' former President of Motion Pictures and
6 that Mandeville Films had a first-look production contract with Defendants.

7 37. At the time of the meeting, Goldman, Hoberman, and Defendants each
8 had the understandings alleged in Paragraph 35 above. In particular, Goldman,
9 Hoberman, and Defendants understood that writers pitch ideas and materials to
10 studios and producers in confidence in order to sell those ideas and materials for
11 financial compensation, that the meeting was for the purpose of Esplanade offering
12 for sale to Mandeville Films and Defendants the ideas and materials for the
13 Goldman Zootopia, and that neither Mandeville Films nor Defendants would use or
14 disclose any of these ideas or materials without compensating Esplanade.

15 Furthermore, they understood that Goldman was disclosing the ideas and materials
16 for the Goldman Zootopia to Mandeville Films and Defendants in confidence, with
17 the understanding that Mandeville Films and Defendants would maintain that
18 confidence and compensate Esplanade if any of them used or disclosed the ideas or
19 materials. Accordingly, Esplanade had a reasonable expectation that neither
20 Mandeville Films nor Defendants would use or disclose the ideas or materials
21 without its consent or without payment.

22 38. During the meeting at Defendants' offices, Goldman orally presented
23 the ideas and materials for the Goldman Zootopia franchise, including themes, plot,
24 settings, and characters, and showed Hoberman copies of the Character Illustrations
25 and other materials. Hoberman listened to the presentation, viewed some of those
26 materials, and voluntarily accepted copies of those materials. Hoberman responded
27 favorably to the Goldman Zootopia franchise during the meeting. Based on the
28 parties' understandings as alleged above, Goldman gave Hoberman copies of the

1 Character Illustrations in confidence so that Hoberman could further review the
2 materials and provide them to Defendants for their review. Esplanade is informed
3 and believes, and on that basis alleges, that Hoberman did provide copies of the
4 materials to Defendants.

5 39. Hoberman subsequently informed Goldman that Mandeville Films and
6 Defendants decided they would not seek to acquire rights in Esplanade's ideas or
7 materials.

8 **B. 2009 Pitch**

9 40. By 2009, Goldman had further developed the Goldman Zootopia and
10 decided to try to sell it again. At the time, Goldman was working on *Blaze* with
11 Brigham Taylor who, Esplanade is informed and believes, was Walt Disney
12 Pictures' Executive Vice President of Production and Development at the time.
13 Because Goldman had this existing relationship with Taylor, Goldman offered to
14 pitch the Goldman Zootopia to Taylor on behalf of Defendants, and Taylor accepted
15 Goldman's offer. On or about February 12, 2009, Goldman met with Taylor at
16 Defendants' offices in Burbank, California.

17 41. At the time of the meeting, Goldman, Taylor, and Defendants each had
18 the understandings alleged in Paragraph 35 above. In particular, Goldman, Taylor,
19 and Defendants understood that writers and producers pitch ideas and materials to
20 studios in confidence in order to sell those ideas and materials for financial
21 compensation, that the meeting was for the purpose of Esplanade offering for sale to
22 Defendants the ideas and materials for the Goldman Zootopia, and that Defendants
23 would not use or disclose any of the ideas or materials without compensating
24 Esplanade. Furthermore, Taylor knew that Goldman was disclosing his ideas and
25 materials for the Goldman Zootopia to Taylor and Defendants in confidence, with
26 the understanding that Taylor and Defendants would maintain that confidence, and
27 with the understanding that Defendants would compensate Esplanade if any of them
28 used any of the ideas or materials. Accordingly, Esplanade had a reasonable

1 expectation that Defendants would not use or disclose its ideas or materials without
2 its consent or without payment.

3 42. During the meeting at Defendants' offices, Goldman orally presented
4 the ideas and materials for the Goldman Zootopia franchise, including themes, plot,
5 settings, and characters, and showed Taylor copies of the Character Descriptions,
6 Character Illustrations, Treatment, Synopsis, and other materials. Taylor listened to
7 the presentation and read some of those materials. At the end of the meeting, Taylor
8 told Goldman that he would show Esplanade's materials to Defendants' animation
9 departments to determine whether Defendants were interested in acquiring rights in
10 the Goldman Zootopia. Based on the parties' understandings as alleged above,
11 Goldman gave Taylor copies of the Character Descriptions, Character Illustrations,
12 Treatment, Synopsis, and other materials in confidence so that Defendants'
13 animation departments could review the materials. Taylor, on behalf of Defendants,
14 voluntarily accepted copies of those materials. Esplanade is informed and believes,
15 and on that basis alleges, that Taylor did provide copies of those materials to
16 Defendants' animation departments.

17 43. Taylor subsequently informed Goldman that Defendants decided they
18 would not seek to acquire rights in Esplanade's ideas or materials.

19 **IV. Defendants Produced, Reproduced, Distributed, Performed, Displayed,**
20 **and Prepared Derivative Works Based on the Goldman Zootopia.**

21 44. At some time thereafter, Defendants began to develop and produce an
22 animated motion picture entitled *Zootopia* (the "Disney Zootopia"). Esplanade is
23 informed and believes, and on that basis alleges, that the production budget for the
24 Disney Zootopia was approximately \$150 million, and that the motion picture was
25 fully produced and completed in 2015 or early 2016.

26 45. Esplanade is informed and believes, and on that basis alleges, that on or
27 about February 11, 2016, Defendants commenced distributing and facilitating the
28 display of the Disney Zootopia to the public internationally. Esplanade is informed

1 and believes, and on that basis alleges, that on or about March 4, 2016, Defendants
2 commenced distributing and facilitating the display of the Disney Zootopia to the
3 public in the United States. Esplanade is informed and believes, and on that basis
4 alleges, that Defendants have distributed and facilitated the display of the Disney
5 Zootopia to the public in over 70 countries to date.

6 46. Esplanade is informed and believes, and on that basis alleges, that the
7 Disney Zootopia grossed more than one billion dollars at the theatrical box office.
8 Esplanade is further informed and believes, and on that basis alleges, that the Disney
9 Zootopia is the highest-grossing original animated film of all time. On December
10 11, 2016, the Disney Zootopia won a Critics' Choice Award for Best Animated
11 Feature Film. On January 8, 2017, the Disney Zootopia won a Golden Globe for
12 Best Animated Feature Film. On February 4, 2017, the Disney Zootopia won an
13 Annie Award for Best Animated Feature Film. And, on February 26, 2017, the
14 Disney Zootopia won an Academy Award for Best Animated Feature Film.

15 47. Esplanade is informed and believes, and on that basis alleges, that on or
16 about June 7, 2016, Defendants commenced distributing and facilitating the display
17 of the Disney Zootopia to the public by offering it for sale and rental in various non-
18 theatrical forms including, but not limited to, Blu-ray Discs, DVDs, pay-per-view,
19 on-demand, and other Internet-based platforms.

20 48. Esplanade is informed and believes, and on that basis alleges, that in
21 2016, Defendants commenced displaying the Disney Zootopia characters to the
22 public at theme parks.

23 49. Esplanade is informed and believes, and on that basis alleges, that in or
24 about 2016, Defendants created, manufactured, published, and commenced
25 distributing merchandise based on the Disney Zootopia, including but not limited to,
26 toys, games, books, comics, video games, dolls, figurines, clothing, kitchenware,
27 and other merchandise (collectively, the "Zootopia Merchandise").
28

1 50. Esplanade is informed and believes, and on that basis alleges, that
2 Defendants purport to own copyrights to the Disney Zootopia and the Zootopia
3 Merchandise, and license the use of Disney Zootopia materials to third parties.

4 51. Esplanade is informed and believes, and on that basis alleges, that
5 Defendants also used materials from the Disney Zootopia to market the Disney
6 Zootopia, the Zootopia Merchandise, and licensing for the use of the Disney
7 Zootopia materials.

8 52. Esplanade gave Defendants actual notice of Esplanade's copyright and
9 demanded that Defendants cease and desist from infringing Esplanade's copyright,
10 but Defendants have willfully refused to do so.

11 **V. The Disney Zootopia is Substantially Similar to the Goldman Zootopia.**

12 53. The Disney Zootopia is substantially similar to the Goldman Zootopia.
13 The Goldman Zootopia involves a human animator who creates a cartoon world of
14 animated anthropomorphic animal characters called "Zootopia." The Disney
15 Zootopia copies substantial elements of that cartoon world, calls it "Zootopia," and
16 uses substantially similar settings, characters, dialogue, mood, pace, artwork, and,
17 although differing superficially, plot points and story structures, to express
18 substantially similar themes. Defendants used the expression of substantial
19 elements of the Goldman Zootopia, including the arrangement, selection, and
20 combination of elements, to achieve a substantially similar concept and feel.

21 **A. Themes**

22 54. The themes of the Disney Zootopia and the Goldman Zootopia are
23 substantially similar. Each of the works addresses the issue of whether, in a diverse
24 society as represented by the different species of "Zootopia," one can be anything he
25 or she wants to be. A corollary theme is whether, in order to do so, one can
26 overcome not only the prejudices inherent in a diverse society as represented by
27 Zootopia, but also the prejudices within oneself as a member of such a society.
28 Another corollary theme is whether one should try to change and define oneself

1 despite his or her nature as manifested in the zoology of “Zootopia.” Both works
 2 explore whether the societies can live up to utopian ideals and judge and credit
 3 others fairly as individuals not as stereotypes, based on conceptions of merit not
 4 natural order, and the protagonists are challenged to strike a balance between the
 5 utopian and counter-utopian positions, optimism and pessimism, nature and
 6 individuality, and self-acceptance and self-improvement.

7 **B. Settings**

8 55. The settings of the Disney Zootopia and the Goldman Zootopia also are
 9 substantially similar. Both are set in a motion picture cartoon world made up of
 10 animated animal characters. Specifically, the settings of both works include: (i) a
 11 modern civilized world of two-legged anthropomorphic animals; (ii) a society
 12 constituted by different species from different natural worlds, *i.e.*, a “melting pot”
 13 where various species mix and interact; (iii) a place referred to as “Zootopia” where
 14 the different species live together, with each species having its own neighborhood;
 15 (iv) a present day technological business world in which the characters go to work in
 16 the morning and come home at night; and (v) a society with an established class and
 17 power structure based largely on the animals’ characteristics such as the nature of
 18 their species. Esplanade is informed and believes, and on that basis alleges, that
 19 these similarities in settings are unique to the works in issue.

20 56. The works also have similar particular settings. For example, both
 21 works: (i) feature human-like physical environments with modern civilized features
 22 rather than natural environments such as the wild, a forest, or a jungle; (ii) have the
 23 protagonists move back and forth between small towns where they grew up and the
 24 big city; (iii) have heroes starting and returning to their parents’ homes and
 25 workplaces in those small towns; (iv) have scenes at clubs with similar names, *i.e.*,
 26 the “Mystic Spring Oasis” and the “Watering Hole”; (v) have schools where animals
 27 are taught biology and ecology; (vi) have institutional workplaces where the heroes
 28 work; (vii) have characters bullied as youths in private male-only rooms; (viii) have

1 heroes excel and be recognized for their excellence at a college or academy; (ix)
 2 have heroes publicly express prejudice and damage relationships with their partners
 3 in media venues; and (x) have asylums where the protagonists address issues of
 4 madness and out-of-control Zootopian characters. Again, Esplanade is informed
 5 and believes, and on that basis alleges, that these similarities are unique to the works
 6 in issue.

7 57. The similarities in settings are substantial and are used to express the
 8 works' similar themes, characters, and dramatic conflicts.

9 **C. Dialogue**

10 58. The dialogue of the Disney Zootopia and the Goldman Zootopia is
 11 substantially similar. The Disney Zootopia and the Goldman Zootopia share key
 12 words and lines, including the most important words in the works.

13 59. The works use the word "Zootopia" not just as a title (*see* below) but
 14 also as part of the dialogue. Esplanade first used the word in 2000, and Esplanade is
 15 informed and believes, and on that basis alleges, that Defendants never previously
 16 used the word. "Zootopia" is a portmanteau of "zoo" and "utopia." It is more than
 17 just a word in the context of the works in issue; it relates to settings (diverse species
 18 of animals from different habitats living together in one place), themes (whether
 19 someone in a diverse society can be whatever he or she wants to be), and the
 20 dynamics of the characters as well as their development and relationships (the
 21 conflict between utopian optimism and cynical pessimism). "Zootopia" is used a
 22 multitude of times throughout the Disney Zootopia.

23 60. The Goldman Zootopia and the Disney Zootopia also have virtually
 24 identical lines from the main characters expressing the utopian theme:

- 25 • *Goldman Zootopia*: "If you want to be an elephant, you can be an
 26 elephant."
- 27 • *Disney Zootopia*: "You want to be an elephant when you grow up, you
 28 be an elephant."

1 61. The two works also include lines with similar substance, but without
2 using the identical words, to express the counter-utopian theme:

- 3 • *Goldman Zootopia (in character description)*: “He has no hope that he
4 can change or improve; or that anyone else can change or improve.”
- 5 • *Disney Zootopia (in lines from that character)*: “Everyone comes to
6 Zootopia thinking they can be anything they want. Well, you can’t.
7 You can only be what you are.”

8 62. The similarities in this and other dialogue are substantial and express
9 both works’ themes, characters, and dramatic conflicts.

10 **D. Characters**

11 63. The Disney Zootopia has characters who are substantially similar to
12 Goldman Zootopia characters in two respects: (1) the ensemble of characters as a
13 whole; and (2) individual characters, including the protagonists (*i.e.*, the two main
14 characters), the antagonist, and various side characters.

15 **1. The Ensemble**

16 64. The ensemble of characters in the two works is substantially similar.
17 The ensemble represents a diverse ethnic and cultural society (*i.e.*, a “melting pot”
18 representative of America) with a multi-tiered class and power structure constituted
19 by animals of different species from different places with different natures, sizes,
20 strengths, psychologies, and philosophies. The ensemble includes animals who are
21 big and small, from different continents and habitats, predators and prey, utopians
22 and anti-utopians, optimists and pessimists, powerful and weak, and leaders and
23 followers, as well as animals for comic relief and sex symbols. The matrix of
24 animals with these characteristics, attitudes, personalities, *etc.*, forms a model of
25 society and contributes to the expression of the works’ themes, characters, and
26 dramatic conflicts.

65. The ensembles also are visually similar:

Goldman Zootopia



Disney Zootopia



2. The Individual Characters

66. **Judy.** Judy is the heroine and most important character of the Disney Zootopia, and she is one of the two protagonists. Judy is a rabbit who is visually similar to the Goldman Zootopia character of Mimi, a squirrel, both of whom are small, furry, “cute” prey animals with big eyes and oversized appendages.

Goldman Zootopia



Disney Zootopia



Judy's characteristics are substantially similar to those of Mimi and another Goldman Zootopia character, Hugo, in the following respects, *inter alia*: Judy is an outsider in Zootopia. Despite her competence, she is underestimated, unappreciated, and not taken seriously because of her species, and is thus a victim of prejudice. Judy is an underdog, but she is brave, energetic, determined, and enthusiastic, and she helps others by, among other things, rescuing them when they are in jeopardy. Her small size allows her to get in and out of places unlike others. Judy is good natured, kindhearted, and constantly trying to improve herself and others. Above all, she is naively idealistic and optimistic, representing the utopian view of Zootopia. She embodies and expresses the key thematic line of both works, *i.e.*, "you want to be an elephant when you grow up, you be an elephant."

67. **Nick.** Nick is the second most important character of the Disney Zootopia and is the other protagonist. Nick is Judy's foil. He is a fox who is visually similar to the Goldman Zootopia character of Roscoe, a hyena. Both are dog-like predators who appear sly, cynical, and untrustworthy because of their postures, half-lidded eyes, and smirks.

Goldman Zootopia



Disney Zootopia



Nick's characteristics are substantially similar to those of Roscoe and another Goldman Zootopia character, Monty, in the following respects, *inter alia*: Nick lives in Zootopia, but he is an outcast because of his reviled species. Thus, he is a victim of prejudice and is an underdog. But Nick has no hope that he can change or progress, or that anyone can change given his or her nature and the prejudice of

society. He is a pessimist who embodies and expresses the cynical view of the world that opposes Judy's utopian view. Nick gives the counter-utopian lines which establish a central conflict in the works, *e.g.*, "Everyone comes to Zootopia thinking they can be anything they want. Well, you can't. You can only be what you are." Nick is a prankster who schemes rather than works. He has a bad attitude, and is determined not to seek the approval of those who disdain him. He is uncouth and brutally honest, and even takes pride in his obnoxious behavior; still, he is likeable due to his humor and charm. Nick is also physically agile. He is ultimately a good friend who presents the question of whether an outcast like him can be loved.

68. **Ms. Bellwether.** Ms. Bellwether is the antagonist in the Disney Zootopia. She is a sheep who is visually similar to the Goldman Zootopia character of Ms. Quilty, an ostrich. Both are passive, meek, and vulnerable prey animals with, among other things, big eyes and hair piled high on their heads.

Goldman Zootopia



Disney Zootopia



Ms. Bellwether's characteristics are substantially similar to those of Ms. Quilty and another Goldman Zootopia character, Fuzz, in the following respects, *inter alia*: Ms. Bellwether is ostensibly unattractive and seemingly prissy, but at the same time vain. She is unappreciated by the dominant male figure in her life and unhappy in that relationship. Most importantly, Ms. Bellwether is a little Napoleon who is consumed with unbridled ambition. She is a prey animal who wants to challenge and overthrow the top predator leader of Zootopia and assume his place in the power structure. She has no qualms about manipulating other animals to serve her

1 ambition, but she goes too far and ultimately fails. Ms. Bellwether specifically uses
2 biology in her role.

3 69. **Side characters.** Side characters in the Disney Zootopia also are
4 substantially similar to side characters in the Goldman Zootopia, including:

5 (a) **Bogo.** Bogo, the chief of police in the Disney Zootopia, is
6 similar visually and characteristically to Griz, the leader of the Goldman Zootopia.
7 Both are big, strong, intimidating, and “grizzled,” and both see themselves as natural
8 leaders who do not need to answer to their underlings.

9 Goldman Zootopia



Disney Zootopia



17 (b) **Yax.** Yax in the Disney Zootopia is similar visually and
18 characteristically to Max in the Goldman Zootopia. Both are tall, horned, Asian
19 mountain animals with similar names. Yax is the proprietor of a club called “The
20 Mystic Spring Oasis,” and Max is the proprietor of a club with a similar name, “The
21 Watering Hole.”

22
23 Goldman Zootopia



Disney Zootopia



(c) **Gazelle.** Gazelle in the Disney Zootopia is similar visually and characteristically to Cha in the Goldman Zootopia. Both are Latin female characters, in the bodies of African animals, who are ostensibly attractive and function as performers and sex symbols. Males fall for them even though they are unattainable.

Goldman Zootopia



Disney Zootopia



E. Plot and Sequence of Events

70. The plot structure and key events of the Disney Zootopia also are substantially similar to the Goldman Zootopia. The Disney Zootopia story focuses on a small animal character who becomes a police officer, thereby illustrating that one can be what he or she wants to be. In doing so, the Disney Zootopia copies key elements of the Goldman Zootopia's stories about the animator and his Zootopian characters, which illustrate the same thing. Both Zootopias play out similar conflicts among the characters, including conflicts about whether one can be what he or she wants to be and whether individuals can change by overcoming prejudice not only in society but also within themselves.

71. Both Zootopias involve a small, cute, furry female animal, who is an outsider to "Zootopia." She is dismissed by the other more dominant animals because of her species, and she strives to overcome that societal prejudice. She is brave, determined, resourceful, and helpful to others in trouble, particularly by using her small size. She becomes friends with an abrasive predator who lives in

1 Zootopia. The predator also is subject to prejudice as he is reviled for his species.
2 He is determined not to seek the approval of those who disdain him and derives
3 pleasure from pulling pranks. The two contrasting protagonists team up and
4 contend with prejudice and preconceived notions of the elite, including a power
5 structure headed by those whose species were dominant in a state of nature. She is
6 an enthusiastic optimist while he is a cynical pessimist, and the stories play out that
7 conflict, *e.g.*, whether one can evolve, define oneself, and become what he or she
8 wants to be. Each plot develops in the context of a scheme by a third character, a
9 small prey animal, to upend the power structure, but the scheme goes too far and
10 fails.

11 72. The plot and sequence of events in the Disney Zootopia also copies a
12 multitude of concrete elements from the animator's story in the Goldman Zootopia.
13 Both works begin with young, uncool heroes who live in small towns with their
14 parents. Each is bullied by a bigger, stronger, mean kid. The heroes work to
15 achieve a career dream that their parents specifically discourage. They go to
16 academies where they excel, achieve recognition for their work, and earn the
17 opportunity to go to the big city for their dream jobs.

18 73. In the big city, the heroes come up against strong, powerful, and
19 entrenched bosses who want to maintain control over the heroes. The heroes are
20 obsessed with their work and go to extreme lengths in pursuit of success, even
21 taking principled stances in defiance of their bosses. The heroes have partners who
22 help them achieve success. But success goes to the heroes' heads and they publicly
23 offend others and alienate their partners, exhibiting their own prejudices. This
24 triggers a job crisis, resulting in the heroes losing their dream jobs and hard-won
25 statuses. And the crisis results in their having to leave unfinished an important but
26 problematic project.

27 74. Discouraged and rejected, the heroes move back to their parents'
28 houses in the small towns to live and work with their parents in lives they sought to

1 escape. The heroes encounter their former bullies, who have overcome their own
 2 prejudices and evolved into good people. The heroes learn from their former bullies
 3 to overcome their own internal prejudices and appreciate their former partners.
 4 They apologize to their partners and plead to work with them again to complete the
 5 unfinished project.

6 75. To achieve success, the heroes must solve a problem with the madness
 7 of out-of-control Zootopia characters in an asylum. The heroes eventually
 8 overcome their own prejudices, reconcile with their partners, and finish their
 9 unfinished projects. In doing so, they regain their lost statuses and illustrate that one
 10 can evolve and become what he or she wants to be.

11 76. This plot structure and these events involve and are driven by similar
 12 settings and characters, and they are used in similar ways to express similar themes.

13 **F. Mood and Pace**

14 77. The moods of the two works also are substantially similar. The works
 15 are written for adults and children, with comic, social, and emotional aspects. The
 16 moods involve humor with an undercurrent of pathos and light moments juxtaposed
 17 with dark moments. Both feature disappointment, disillusionment, and sadness, but
 18 also comedy and ultimate success. The moods alternate as the main characters'
 19 personalities and worldviews battle, taking turns suffering setbacks and later
 20 achieving vindication. Both moods culminate in a mood of reconciliation and hope
 21 for gradual further improvement in the future. The pace changes with the mood,
 22 sometimes exhibiting frenetic energy while other times slowing down for the
 23 exposition of the disappointment and disillusionment.

24 **G. Artwork**

25 78. The Disney Zootopia and the Goldman Zootopia also have substantially
 26 similar artwork. The character artwork in Disney's work has the same concept and
 27 feel as that in Goldman's work on ensemble and individual character levels.
 28

1 79. This artwork in the two Zootopias has the same subject matter and
 2 substantially similar appearance, including shapes, colors, body structures, poses,
 3 and facial expressions of the animal characters. Moreover, the characters illustrated
 4 are not true-life depictions of real animals, nor are they generic or inherent in nature;
 5 rather, they are original creative expressions of animals of different species from
 6 different habitats in different parts of the world and constitute a selection and
 7 arrangement of expression. The artwork is not only substantially similar on its own,
 8 but also is part of a similar combination of elements, which expresses theme, setting,
 9 and character.

10 **H. Title**

11 80. Titles, although not independently copyrightable, may be part of a
 12 combination of elements that constitutes substantial similarity of two works. The
 13 title “Zootopia” in Defendants’ work is identical to “Zootopia” in Goldman’s work.
 14 Moreover, as alleged above, “Zootopia” is more than just a name: it expresses
 15 theme, setting, and character, and it relates to plot. Esplanade is informed and
 16 believes, and on that basis alleges, that Defendants have never used the title before
 17 in their multitude of works.

18 **I. Selection, Arrangement, and Combination of Elements**

19 81. The elements of the Goldman Zootopia that are similar to elements of
 20 the Disney Zootopia are original and qualitatively important to the Goldman
 21 Zootopia. Furthermore, the selection, arrangement, and combination of elements in
 22 the Goldman Zootopia are original and qualitatively important to the Goldman
 23 Zootopia. The Disney Zootopia copies both individual elements, and the selection,
 24 arrangement, and combination of elements, from the Goldman Zootopia.

25 82. For the foregoing reasons, the works are substantially similar in
 26 expression and have a substantially similar concept and feel.

1 **J. Zootopia Merchandise**

2 83. The Zootopia Merchandise also is substantially similar to the Goldman
3 Zootopia in expression, concept, and feel. In particular, as alleged above, the works
4 have substantially similar themes, settings, dialogue, characters, plot, story structure,
5 mood, and artwork; the same title; and substantially similar selections,
6 arrangements, and combinations of elements.

7
8 **FIRST CLAIM FOR RELIEF**

9 **Copyright Infringement –17 U.S.C. §§ 106, *et seq.***

10 **(Direct, Contributory, and Vicarious)**

11 **(Against All Defendants)**

12 84. Esplanade repeats and realleges each and every allegation contained in
13 Paragraphs 1 through 83, above, as though fully set forth herein.

14 85. Esplanade is the owner of the copyright in an original work that is fixed
15 in tangible media of expression. On February 10, 2017, Esplanade registered the
16 Character Descriptions, Character Illustrations, Synopsis, and Treatment as part of a
17 collection entitled “Zootopia” with the United States Copyright Office.

18 86. Esplanade is informed and believes, and on that basis alleges, that
19 Defendants have produced, reproduced, prepared derivative works based upon,
20 distributed, publicly performed, and/or publicly displayed Esplanade’s protected
21 work and/or derivatives of Esplanade’s protected work without Esplanade’s consent.
22 Defendants’ acts violate Esplanade’s exclusive rights under the Copyright Act,
23 17 U.S.C. §§ 106 and 501, including, but not limited to, Esplanade’s exclusive
24 rights to produce, reproduce, and distribute copies of its work, to create derivative
25 works, and to publicly perform and display its work.

26 87. Defendants’ infringement and substantial contributions to the
27 infringement of Esplanade’s copyrighted work have been done knowingly without
28 Esplanade’s consent for commercial purposes and for Defendants’ financial gain.

1 Furthermore, Defendants failed to exercise their right and ability to supervise
 2 persons within their control to prevent such persons from infringing Esplanade's
 3 copyrighted work and did so with the intent to further their financial interest in the
 4 infringement of Esplanade's work. Accordingly, Defendants have directly,
 5 contributorily, and vicariously infringed Esplanade's copyrighted work.

6 88. By virtue of Defendants' infringing acts, Esplanade is entitled to
 7 recover Esplanade's actual damages and Defendants' profits in an amount to be
 8 proved at trial, Esplanade's attorneys' fees and costs of suit, and all other relief
 9 allowed under the Copyright Act.

10 89. Defendants' infringement has caused, and continues to cause,
 11 irreparable harm to Esplanade, for which Esplanade has no adequate remedy at law.
 12 Unless this Court restrains Defendants from infringing Esplanade's protected works,
 13 this harm will continue to occur in the future. Accordingly, Esplanade is entitled to
 14 preliminary and permanent injunctive relief restraining Defendants from further
 15 infringement.

16 **SECOND CLAIM FOR RELIEF**

17 **Breach of Implied-In-Fact Contract**

18 **(Against All Defendants)**

19 90. Esplanade repeats and realleges each and every allegation contained in
 20 Paragraphs 1 through 83, above, as though fully set forth herein.

21 91. Esplanade and Defendants entered into an implied-in-fact contract,
 22 based on their conduct as alleged above, whereby Esplanade disclosed ideas and
 23 materials for the Goldman Zootopia to Defendants for sale, *i.e.*, in consideration for
 24 Defendants' obligation to pay and credit Esplanade if Defendants or any of their
 25 affiliated entities used any of those ideas or materials in any motion picture,
 26 television program, merchandise, or otherwise; Esplanade reasonably expected to be
 27 compensated for such use of any of its ideas or materials; and Defendants
 28

1 voluntarily accepted Esplanade's offer and disclosures, knowing the conditions on
2 which they were made, *i.e.*, that any use of any of Esplanade's ideas or materials in
3 any motion picture, television program, merchandise, or otherwise, whether by
4 Defendants or any of their affiliates, carried with it an obligation to, *inter alia*,
5 compensate and credit Esplanade for such use.

6 92. Esplanade conveyed and Defendants accepted Esplanade's ideas and
7 materials for the Goldman Zootopia with an understanding of the custom and
8 practice in the entertainment industry of providing ideas and materials to producers
9 and studios in exchange for compensation and credit if such ideas or materials are
10 used.

11 93. Defendants' conduct implied, and led Esplanade reasonably to believe,
12 that Defendants would compensate and credit Esplanade for its ideas and materials
13 for the Goldman Zootopia if Defendants or any of its affiliates used any of
14 Esplanade's ideas or materials in any motion picture, television program,
15 merchandise, or otherwise.

16 94. Esplanade has performed all conditions, covenants, and promises
17 required to be performed on its part in accordance with its implied-in-fact contract
18 with Defendants.

19 95. Defendants used Esplanade's ideas and materials in the Disney
20 Zootopia, the Zootopia Merchandise, and otherwise, and such ideas and materials
21 provided substantial value to Defendants. However, Defendants have not
22 compensated or credited Esplanade for the use of such ideas and materials.
23 Accordingly, Defendants have breached, and continue to breach, their implied-in-
24 fact contract with Esplanade.

25 96. As an actual and proximate result of Defendants' material breaches of
26 the implied-in-fact contract, Esplanade has suffered, and will continue to suffer,
27 damages in an amount to be proved at trial.
28

97. Defendants' conduct has caused, and continues to cause, Esplanade irreparable harm, for which Esplanade has no adequate remedy at law. Unless this Court restrains Defendants from engaging in such conduct, this harm will continue to occur in the future. Accordingly, Esplanade is entitled to preliminary and permanent injunctive relief restraining Defendants from further breaches of the implied-in-fact contract.

THIRD CLAIM FOR RELIEF

Breach of Confidence

(Against All Defendants)

98. Esplanade repeats and realleges each and every allegation contained in Paragraphs 1 through 83, above, as though fully set forth herein.

99. Esplanade and Defendants entered into a confidential relationship, based on their conduct whereby Esplanade conditioned the disclosure of confidential and novel ideas and materials for the Goldman Zootopia to Defendants in consideration for Defendants' obligation not to use, disclose, or divulge those ideas or materials without Esplanade's permission and without payment and credit to Esplanade for any use of any of those ideas or materials.

100. Defendants voluntarily accepted Esplanade's confidential disclosures, knowing that the ideas and materials were novel and were being disclosed in confidence, and that the use of any of Esplanade's novel ideas or materials in any motion picture, television program, merchandise, or otherwise, whether by Defendants or any of their affiliates, carried with it an obligation to, *inter alia*, compensate and credit Esplanade for such use.

101. Esplanade conveyed and Defendants accepted Esplanade's confidential and novel ideas and materials pursuant to custom and practice in the entertainment industry of disclosing creative ideas and materials to producers and studios in consideration for maintaining their confidentiality and not using, disclosing, or

1 divulging those ideas or materials without the other party's permission and without
2 compensating and crediting the other party if any of the ideas or materials are used.

3 102. Defendants' conduct implied and led Esplanade reasonably to believe
4 that Defendants would not use, disclose, or divulge those ideas or materials without
5 Esplanade's permission and would compensate and credit Esplanade if Defendants
6 or any of their affiliates used any of Esplanade's ideas or materials in any motion
7 picture, television program, merchandise, or otherwise.

8 103. Esplanade performed all conditions, covenants, and promises required
9 to be performed on its part in accordance with its agreement with Defendants.

10 104. Defendants breached, and continue to breach, its confidence with
11 Esplanade by disclosing, divulging, and using those ideas and materials in the
12 Disney Zootopia, the Zootopia Merchandise, and otherwise without Esplanade's
13 permission and without compensating or crediting Esplanade.

14 105. As an actual and proximate result of Defendants' material breaches of
15 confidence, Esplanade has suffered, and will continue to suffer, damages in an
16 amount to be proved at trial.

17 106. Defendants' breaches of confidence were despicable and were
18 committed maliciously, fraudulently, and oppressively with willful and conscious
19 disregard of Esplanade's rights and with the wrongful intent to injure Esplanade.
20 Defendants subjected Esplanade to extreme hardship, and by of way of its
21 intentional deceit, misrepresentation, and/or concealment of material facts,
22 Defendants intentionally deprived Esplanade of property or legal rights to
23 Esplanade's detriment and Defendants' financial benefit.

24 107. Defendants' breaches of confidence were especially reprehensible
25 because, Esplanade is informed and believes, Defendants' conduct was part of a
26 repeated corporate practice and not an isolated occurrence. Esplanade is informed
27 and believes, and on that basis alleges, that Defendants have substantially increased
28 their profits, and the profits of their affiliates, as a result.

108. Defendants' breaches of confidence have caused, and continue to cause, Esplanade irreparable harm, for which Esplanade has no adequate remedy at law. Unless this Court restrains Defendants from wrongfully using, disclosing, and divulging Esplanade's novel and confidential ideas and materials, these injuries will continue to occur in the future. Accordingly, Esplanade is entitled to preliminary and permanent injunctive relief restraining Defendants from further use, disclosure, or divulgement of Esplanade's novel and confidential ideas and materials.

FOURTH CLAIM FOR RELIEF

**Unfair Competition – *Cal. Bus. & Prof. Code* §§ 17200, *et seq.* and common law
(Against All Defendants)**

109. Esplanade repeats and realleges each and every allegation contained in Paragraphs 1 through 83, above, as though fully set forth herein.

110. Section 17200 of the *California Business and Professions Code* prohibits unfair competition, including “any unlawful, unfair or fraudulent business act or practice”

111. By engaging in the conduct alleged above, Defendants have engaged in unlawful, unfair, and/or fraudulent business acts of unfair competition in violation of *California Business and Professions Code* sections 17200, *et seq.*, and California common law. Such conduct includes, *inter alia*, Defendants' breach of confidence and inducement of breach of confidence, Defendants' interference with Esplanade's ability to compete by diluting the value of the Goldman Zootopia and by failing to disclose Esplanade's role in conceiving of and creating the Disney Zootopia, and Defendants' misrepresentations to consumers, the entertainment industry, and others in the public that Defendants' conceived of and created the Disney Zootopia without any participation or contribution by Esplanade.

112. As an actual and proximate result of Defendants' unfair competition, Defendants have unjustly enriched themselves by, *inter alia*, obtaining profits,

1 depriving Esplanade of compensation to which Esplanade is rightly entitled, and
 2 taking credit for Esplanade's ideas and materials. Accordingly, Esplanade is
 3 entitled to restitution of such sums in an amount to be proved at trial.

4 113. As an actual and proximate result of Defendants' unfair competition,
 5 Esplanade has suffered, and will continue to suffer, substantial, immediate, and
 6 irreparable harm including, *inter alia*, the failure to receive credit for conceiving of
 7 and creating Zootopia, for which there is no adequate remedy at law. Esplanade is
 8 informed and believes, and on that basis alleges, that Defendants will continue to
 9 engage in unfair competition in violation of *California Business and Professions*
 10 *Code* sections 17200, *et seq.* and common law, unless enjoined or restrained by this
 11 Court. Accordingly, Esplanade is entitled to preliminary and permanent injunctive
 12 relief restraining further unfair competition.

13 **PRAYER FOR RELIEF**

14
 15 WHEREFORE, Esplanade prays for judgment in its favor and against
 16 Defendants, and each of them, as follows:

17 A. That Defendants be adjudged to have willfully infringed Esplanade's
 18 copyright in the Goldman Zootopia in violation of 17 U.S.C. §§ 106 and 501;

19 B. That Defendants be preliminarily and permanently enjoined from
 20 infringing Esplanade's copyright in the Goldman Zootopia, including (i) producing,
 21 reproducing, preparing derivative works based on, distributing, performing, or
 22 displaying any work that is substantially similar to the Goldman Zootopia,
 23 (ii) reproducing, preparing derivative works based on, distributing, performing, or
 24 displaying the Disney Zootopia, (iii) producing, reproducing, preparing derivative
 25 works based on, distributing, or displaying books, toys, video games, costumes,
 26 and/or other merchandise based on the Goldman Zootopia or the Disney Zootopia,
 27 and (iv) engaging in any other action which infringes Esplanade's copyright;
 28

1 C. That Defendants be preliminarily and permanently enjoined from
2 engaging in further acts of unfair competition;

3 D. That Defendants' products and materials that infringe Esplanade's
4 copyright, as well as Defendants' plates, molds, masters, tapes, film negatives, and
5 other articles by which copies of the works embodied in Esplanade's copyright may
6 be reproduced, be impounded pursuant to 17 U.S.C. § 503(a);

7 E. That Defendants' products and materials that infringe Esplanade's
8 copyright, as well as Defendants' plates, molds, masters, tapes, film negatives, and
9 other articles by which copies of the works embodied in Esplanade's copyright may
10 be reproduced, be destroyed pursuant to 17 U.S.C. § 503(b);

11 F. That Defendants be required to account to Esplanade for all profits
12 derived from their use of the Goldman Zootopia and their production, reproduction,
13 preparation of derivative works based on, distribution, performance, and display of
14 the Disney Zootopia or the Zootopia Merchandise in all media, from all sources,
15 worldwide;

16 G. That Defendants be ordered to pay to Esplanade all damages, including
17 future damages, that Esplanade has sustained, or will sustain, as a consequence of
18 the acts complained of herein, and that Esplanade be awarded any profits derived by
19 Defendants as a result of said acts, or as determined by said accounting;

20 H. That Defendants be ordered to pay to Esplanade punitive damages as a
21 result of Defendants' wanton, deliberate, malicious, and willful misconduct;

22 I. That Defendants be ordered to pay to Esplanade the full costs of this
23 action and Esplanade's reasonable attorneys' fees and expenses;

24 J. That Defendants be ordered to pay to Esplanade pre-judgment and
25 post-judgment interest on all applicable damages; and
26
27
28

1 K. That Esplanade have such other and further relief as the Court deems
2 just and proper.

3
4 DATED: March 21, 2017

QUINN EMANUEL URQUHART &
SULLIVAN, LLP

6 By /s/ Jeffery D. McFarland
7 Jeffery D. McFarland
8 *Attorneys for Plaintiff*
9 *Esplanade Productions, Inc.*
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DEMAND FOR JURY TRIAL

Plaintiff Esplanade Productions, Inc. hereby demands trial by jury on all issues so triable, pursuant to Fed. R. Civ. P. 38(b).

DATED: March 21, 2017

QUINN EMANUEL URQUHART &
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By /s/ Jeffery D. McFarland
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CENTRAL DISTRICT OF CALIFORNIA (Western Division - Los Angeles)
CIVIL DOCKET FOR CASE #: 2:17-cv-02185-MWF-JC

Esplanade Productions, Inc. v. The Walt Disney
Company et al
Assigned to: Judge Michael W. Fitzgerald
Referred to: Magistrate Judge Jacqueline Chooljian
Case in other court: 9th CCA, 17-56775
Cause: 17:101 Copyright Infringement

Date Filed: 03/21/2017
Date Terminated: 11/08/2017
Jury Demand: Plaintiff
Nature of Suit: 820 Copyright
Jurisdiction: Federal Question

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(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Disney Consumer Products, Inc.
a California corporation

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Daniel M Petrocelli

(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

**Disney Consumer Products and
Interactive Media, Inc.**
a California corporation

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Daniel M Petrocelli
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Disney Book Group, LLC
a Delaware limited liability company

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Daniel M Petrocelli
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Buena Vista Books, Inc.
a California corporation

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Daniel M Petrocelli
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Disney Interactive Studios, Inc.
a California corporation

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Daniel M Petrocelli
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Disney Store USA, LLC
a Delaware limited liability company

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY

ATTORNEY TO BE NOTICED

Daniel M Petrocelli
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Disney Shopping, Inc.
a Delaware corporation

represented by **Cassandra L Seto**
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Daniel M Petrocelli
(See above for address)
LEAD ATTORNEY
ATTORNEY TO BE NOTICED

Craig P Bloom
(See above for address)
ATTORNEY TO BE NOTICED

James Michael Pearl
(See above for address)
ATTORNEY TO BE NOTICED

Defendant

Does
1 through 10, inclusive

Date Filed	#	Docket Text
03/21/2017	<u>1</u>	COMPLAINT Receipt No: 0973-19547396 - Fee: \$400, filed by Plaintiff Esplanade Productions, Inc.. (Attorney Jeffery D McFarland added to party Esplanade Productions, Inc.(pty:pla))(McFarland, Jeffery) (Entered: 03/21/2017)

03/21/2017	<u>2</u>	CIVIL COVER SHEET filed by Plaintiff Esplanade Productions, Inc.. (McFarland, Jeffery) (Entered: 03/21/2017)
03/21/2017	<u>3</u>	REPORT ON THE FILING OF AN ACTION regarding a copyright (Initial Notification) filed by Esplanade Productions, Inc.. (McFarland, Jeffery) (Entered: 03/21/2017)
03/21/2017	<u>4</u>	NOTICE of Interested Parties filed by Plaintiff Esplanade Productions, Inc., (McFarland, Jeffery) (Entered: 03/21/2017)
03/21/2017	<u>5</u>	CORPORATE DISCLOSURE STATEMENT filed by Plaintiff Esplanade Productions, Inc. (McFarland, Jeffery) (Entered: 03/21/2017)
03/21/2017	<u>6</u>	NOTICE OF ASSIGNMENT to District Judge Michael W. Fitzgerald and Magistrate Judge Jacqueline Chooljian. (car) (Entered: 03/21/2017)
03/21/2017	<u>7</u>	NOTICE TO PARTIES OF COURT-DIRECTED ADR PROGRAM filed. (car) (Entered: 03/21/2017)
03/23/2017	<u>8</u>	WAIVER OF SERVICE Returned Executed filed by Plaintiff Esplanade Productions, Inc.. upon All Defendants. Waiver of Service signed by The Walt Disney Company; Disney Enterprises, Inc.; Walt Disney Pictures; ABC, Inc.; Buena Vista Home Entertainment, Inc.; Disney Consumer Products, Inc.; Disney Consumer Products and Interactive Media, Inc.; Disney Book Group, LLC; Buena Vista Books, Inc.; Disney Interactive Studios, Inc.; Disney Store USA, LLC; Disney Shopping, Inc.. (Gans, Gary) (Entered: 03/23/2017)
05/22/2017	<u>9</u>	Notice of Appearance or Withdrawal of Counsel: for attorney Daniel M Petrocelli counsel for Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. Filed by Defendants The Walt Disney Company Disney Enterprises, Inc., Walt Disney Pictures ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, Disney Shopping, Inc.. (Attorney Daniel M Petrocelli added to party ABC, Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Buena Vista Books, Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Buena Vista Home Entertainment, Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Disney Book Group, LLC(pty:dft), Attorney Daniel M Petrocelli added to party Disney Consumer Products and Interactive Media, Inc. (pty:dft), Attorney Daniel M Petrocelli added to party Disney Consumer Products, Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Disney Enterprises,

		Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Disney Interactive Studios, Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Disney Shopping, Inc.(pty:dft), Attorney Daniel M Petrocelli added to party Disney Store USA, LLC(pty:dft), Attorney Daniel M Petrocelli added to party The Walt Disney Company(pty:dft), Attorney Daniel M Petrocelli added to party Walt Disney Pictures(pty:dft))(Petrocelli, Daniel) (Entered: 05/22/2017)
05/22/2017	<u>10</u>	Notice of Appearance or Withdrawal of Counsel: for attorney James Michael Pearl counsel for Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. Filed by Defendants The Walt Disney Company Disney Enterprises, Inc., Walt Disney Pictures ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, Disney Shopping, Inc.. (Attorney James Michael Pearl added to party ABC, Inc.(pty:dft), Attorney James Michael Pearl added to party Buena Vista Books, Inc.(pty:dft), Attorney James Michael Pearl added to party Buena Vista Home Entertainment, Inc.(pty:dft), Attorney James Michael Pearl added to party Disney Book Group, LLC(pty:dft), Attorney James Michael Pearl added to party Disney Consumer Products and Interactive Media, Inc. (pty:dft), Attorney James Michael Pearl added to party Disney Consumer Products, Inc.(pty:dft), Attorney James Michael Pearl added to party Disney Enterprises, Inc.(pty:dft), Attorney James Michael Pearl added to party Disney Interactive Studios, Inc.(pty:dft), Attorney James Michael Pearl added to party Disney Shopping, Inc.(pty:dft), Attorney James Michael Pearl added to party Disney Store USA, LLC(pty:dft), Attorney James Michael Pearl added to party The Walt Disney Company(pty:dft), Attorney James Michael Pearl added to party Walt Disney Pictures(pty:dft))(Pearl, James) (Entered: 05/22/2017)
05/22/2017	<u>11</u>	Notice of Appearance or Withdrawal of Counsel: for attorney Craig P Bloom counsel for Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. Filed by Defendants The Walt Disney Company Disney Enterprises, Inc., Walt Disney Pictures ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book

		Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, Disney Shopping, Inc.. (Attorney Craig P Bloom added to party ABC, Inc.(pty:dft), Attorney Craig P Bloom added to party Buena Vista Books, Inc.(pty:dft), Attorney Craig P Bloom added to party Buena Vista Home Entertainment, Inc.(pty:dft), Attorney Craig P Bloom added to party Disney Book Group, LLC(pty:dft), Attorney Craig P Bloom added to party Disney Consumer Products and Interactive Media, Inc. (pty:dft), Attorney Craig P Bloom added to party Disney Consumer Products, Inc.(pty:dft), Attorney Craig P Bloom added to party Disney Enterprises, Inc.(pty:dft), Attorney Craig P Bloom added to party Disney Interactive Studios, Inc.(pty:dft), Attorney Craig P Bloom added to party Disney Shopping, Inc.(pty:dft), Attorney Craig P Bloom added to party Disney Store USA, LLC(pty:dft), Attorney Craig P Bloom added to party The Walt Disney Company(pty:dft), Attorney Craig P Bloom added to party Walt Disney Pictures(pty:dft))(Bloom, Craig) (Entered: 05/22/2017)
05/22/2017	<u>12</u>	NOTICE OF MOTION AND MOTION to Dismiss Complaint filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. Motion set for hearing on 6/26/2017 at 10:00 AM before Judge Michael W. Fitzgerald. (Attachments: # <u>1</u> Declaration Craig P. Bloom, # <u>2</u> Exhibit A to the Bloom Declaration, # <u>3</u> Proposed Order) (Petrocelli, Daniel) (Entered: 05/22/2017)
05/22/2017	<u>13</u>	REQUEST FOR JUDICIAL NOTICE re NOTICE OF MOTION AND MOTION to Dismiss Complaint <u>12</u> filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. (Attachments: # <u>1</u> Proposed Order)(Petrocelli, Daniel) (Entered: 05/22/2017)
05/22/2017	<u>14</u>	CORPORATE DISCLOSURE STATEMENT filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures identifying The Walt Disney Company as Corporate Parent. (Petrocelli, Daniel) (Entered: 05/22/2017)

05/22/2017	<u>15</u>	NOTICE of Interested Parties filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures, identifying The Walt Disney Company Disney Enterprises, Inc., Walt Disney Pictures, ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, Disney Shopping, Inc.. (Petrocelli, Daniel) (Entered: 05/22/2017)
05/22/2017	<u>16</u>	NOTICE of Manual Filing filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures of Exhibit A to Declaration of Craig P. Bloom (DVD of Defendants' motion picture Zootopia). (Petrocelli, Daniel) (Entered: 05/22/2017)
05/23/2017	<u>17</u>	PROOF OF SERVICE filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures, (<i>Disney's Zootopia DVD</i>) served on May 23, 2017. (Petrocelli, Daniel) (Entered: 05/23/2017)
06/05/2017	<u>18</u>	OPPOSITION to NOTICE OF MOTION AND MOTION to Dismiss Complaint <u>12</u> filed by Plaintiff Esplanade Productions, Inc.. (Gans, Gary) (Entered: 06/05/2017)
06/12/2017	<u>19</u>	REPLY in Support of NOTICE OF MOTION AND MOTION to Dismiss Complaint <u>12</u> filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. (Petrocelli, Daniel) (Entered: 06/12/2017)
06/26/2017	<u>20</u>	MINUTES OF Defendants Motion to Dismiss Complaint <u>12</u> before Judge Michael W. Fitzgerald: The Courtroom Deputy Clerk distributes the Court's tentative ruling prior to the case being called. Case called, and counsel make their appearance. The Court hears oral argument from

		counsel and takes the matter under submission. An order will issue. Court Reporter: Lisa Gonzalez. (jp) (Entered: 06/26/2017)
06/26/2017	<u>21</u>	TRANSCRIPT ORDER as to plaintiff Esplanade Productions, Inc. for Court Reporter. Court will contact Candy Liao at candyliao@quinnemanuel.com with any questions regarding this order. Transcript preparation will not begin until payment has been satisfied with the court reporter. (Perahia, Aaron) (Entered: 06/26/2017)
07/05/2017	<u>22</u>	TRANSCRIPT for proceedings held on 06/26/17 - 10:35 a.m. Court Reporter/Electronic Court Recorder: Lisa M. Gonzalez, phone number 213-894-2979; csrlisag@aol.com. Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Electronic Court Recorder before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Notice of Intent to Redact due within 7 days of this date. Redaction Request due 7/26/2017. Redacted Transcript Deadline set for 8/7/2017. Release of Transcript Restriction set for 10/3/2017. (Gonzalez, Lisa) (Entered: 07/05/2017)
07/05/2017	23	NOTICE OF FILING TRANSCRIPT filed for proceedings 06/26/17 - 10:35 a.m re Transcript <u>22</u> THERE IS NO PDF DOCUMENT ASSOCIATED WITH THIS ENTRY. (Gonzalez, Lisa) TEXT ONLY ENTRY (Entered: 07/05/2017)
07/11/2017	<u>24</u>	MINUTE (In Chambers): ORDER MOTION to Dismiss <u>12</u> by Judge Michael W. Fitzgerald: The Motion is GRANTED. The First Amended Complaint, if any, shall be filed on or before 7/24/2017. (jp) (Entered: 07/11/2017)
07/18/2017	<u>25</u>	Joint STIPULATION for Extension of Time to File First Amended Complaint and Defendants' Response Thereto filed by plaintiff Esplanade Productions, Inc.. (Attachments: # <u>1</u> Proposed Order)(Gans, Gary) (Entered: 07/18/2017)
07/19/2017	<u>26</u>	ORDER EXTENDING TIME TO FILE FIRST AMENDED COMPLAINT AND TO ANSWER OR OTHERWISE RESPOND THERETO <u>25</u> by Judge Michael W. Fitzgerald that (1) the deadline for Plaintiff to file the First Amended Complaint is extended by ten (10) calendar days to 8/3/2017; and (2) the deadline for Defendants to answer or otherwise respond to the First Amended Complaint is extended by ten (10) calendar days. (jp) (Entered: 07/21/2017)
08/03/2017	<u>27</u>	FIRST AMENDED COMPLAINT against Defendants All Defendants amending Complaint (Attorney Civil Case Opening) <u>1</u> , filed by plaintiff Esplanade Productions, Inc. (Attachments: # <u>1</u> Exhibit 1, # <u>2</u> Exhibit 2, # <u>3</u> Exhibit 3, # <u>4</u> Exhibit 4, # <u>5</u> Exhibit 5, # <u>6</u> Exhibit 6, # <u>7</u> Exhibit 7, # <u>8</u> Exhibit 8, # <u>9</u> Exhibit 9, # <u>10</u> Exhibit 10)(Gans, Gary) (Entered: 08/03/2017)

08/03/2017	<u>28</u>	NOTICE of Manual Filing filed by Plaintiff Esplanade Productions, Inc. of DVD, CD, and Oversized Exhibit. (Gans, Gary) (Entered: 08/03/2017)
08/03/2017	<u>29</u>	CERTIFICATE OF SERVICE filed by plaintiff Esplanade Productions, Inc., re Notice of Manual Filing (G-92) <u>28</u> , Amended Complaint/Petition, <u>27</u> served on August 3, 2017. (Gans, Gary) (Entered: 08/03/2017)
08/03/2017	<u>34</u>	EXHIBIT Filed in Clerk's Office: manually lodged Exhibits 2, 8, 9 and 10 to First Amended Complaint filed by Plaintiff Esplanade Productions, Inc. <u>27</u> . (cw) (Entered: 09/27/2017)
08/03/2017	<u>35</u>	EXHIBIT Filed in Clerk's Office: manually lodged Exhibit 5 to First Amended Complaint filed by Plaintiff Esplanade Productions, Inc. <u>27</u> . (cw) (Entered: 09/27/2017)
08/28/2017	<u>30</u>	Notice of Appearance or Withdrawal of Counsel: for attorney Cassandra L Seto counsel for Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. Adding Cassandra L. Seto as counsel of record for The Walt Disney Company, Disney Enterprises, Inc., Walt Disney Pictures, ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, Disney Shopping, Inc. for the reason indicated in the G-123 Notice. Filed by Defendants The Walt Disney Company, Disney Enterprises, Inc., Walt Disney Pictures, ABC, Inc., Buena Vista Home Entertainment, Inc., Disney Consumer Products, Inc., Disney Consumer Products and Interactive Media, Inc., Disney Book Group, LLC, Buena Vista Books, Inc., Disney Interactive Studios, Inc., Disney Store USA, LLC, Disney Shopping, Inc.. (Attorney Cassandra L Seto added to party ABC, Inc.(pty:dft), Attorney Cassandra L Seto added to party Buena Vista Books, Inc.(pty:dft), Attorney Cassandra L Seto added to party Buena Vista Home Entertainment, Inc.(pty:dft), Attorney Cassandra L Seto added to party Disney Book Group, LLC(pty:dft), Attorney Cassandra L Seto added to party Disney Consumer Products and Interactive Media, Inc. (pty:dft), Attorney Cassandra L Seto added to party Disney Consumer Products, Inc.(pty:dft), Attorney Cassandra L Seto added to party Disney Enterprises, Inc.(pty:dft), Attorney Cassandra L Seto added to party Disney Interactive Studios, Inc.(pty:dft), Attorney Cassandra L Seto added to party Disney Shopping, Inc.(pty:dft), Attorney Cassandra L Seto added to party Disney Store USA, LLC(pty:dft), Attorney Cassandra L Seto added to party The Walt Disney Company(pty:dft), Attorney

		Cassandra L Seto added to party Walt Disney Pictures(pty:dft))(Seto, Cassandra) (Entered: 08/28/2017)
08/28/2017	31	NOTICE OF MOTION AND MOTION to Dismiss Plaintiff's First Amended Complaint filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. Motion set for hearing on 10/2/2017 at 10:00 AM before Judge Michael W. Fitzgerald. (Attachments: # 1 Declaration of Craig P. Bloom in Support of, # 2 Proposed Order) (Petrocelli, Daniel) (Entered: 08/28/2017)
09/11/2017	32	OPPOSITION to NOTICE OF MOTION AND MOTION to Dismiss Plaintiff's First Amended Complaint 31 filed by Plaintiff Esplanade Productions, Inc.. (Attachments: # 1 Declaration of Shahin Rezvani)(Gans, Gary) (Entered: 09/11/2017)
09/18/2017	33	REPLY In Support of NOTICE OF MOTION AND MOTION to Dismiss Plaintiff's First Amended Complaint 31 / <i>Reply in Support of Defendants' Motion to Dismiss Plaintiff's First Amended Complaint</i> filed by Defendants ABC, Inc., Buena Vista Books, Inc., Buena Vista Home Entertainment, Inc., Disney Book Group, LLC, Disney Consumer Products and Interactive Media, Inc., Disney Consumer Products, Inc., Disney Enterprises, Inc., Disney Interactive Studios, Inc., Disney Shopping, Inc., Disney Store USA, LLC, The Walt Disney Company, Walt Disney Pictures. (Attachments: # 1 Declaration of Cassandra L. Seto in Support)(Petrocelli, Daniel) (Entered: 09/18/2017)
09/27/2017	36	SCHEDULING NOTICE ADVANCING TIME OF HEARING ONLY by Judge Michael W. Fitzgerald. On the Court's own motion, the Motion to Dismiss Plaintiff's First Amended Complaint 31 will be heard at 9:00 a.m., on October 2, 2017. IT IS SO ORDERED. THERE IS NO PDF DOCUMENT ASSOCIATED WITH THIS ENTRY. (rs) TEXT ONLY ENTRY (Entered: 09/27/2017)
10/02/2017	37	MINUTES OF Defendants Motion to Dismiss First Amended Complaint 31 before Judge Michael W. Fitzgerald: Case called, and counsel make their appearance. The Court hears oral argument from counsel and takes the matter under submission. An order will issue. Court Reporter: Amy Diaz. (jp) (Entered: 10/02/2017)
11/08/2017	38	MINUTES (In Chambers): ORDER Re Motion to Dismiss Plaintiff's First Amended Complaint 31 by Judge Michael W. Fitzgerald: The Motion is GRANTED without leave to amend. Esplanades copyright infringement claim is DISMISSED. Esplanades California law claims are DISMISSED without prejudice to Esplanades asserting those claims in Superior Court.

		This Order shall constitute notice of entry of judgment pursuant to Federal Rule of Civil Procedure 58. The Court ORDERS the Clerk to treat this Order, and its entry on the docket, as an entry of judgment. Local Rule 58-6. (MD JS-6. Case Terminated.) (jp) (Entered: 11/08/2017)
11/08/2017	39	REPORT ON THE DETERMINATION OF AN ACTION Regarding a Copyright. (Closing). (Attachments: # 1 Minute Order of Dismissal) (jp) (Entered: 11/08/2017)
11/22/2017	40	NOTICE OF APPEAL to the 9th Circuit Court of Appeals filed by plaintiff Esplanade Productions, Inc.. Appeal of Order on Motion to Dismiss,, 38 . (Appeal Fee - \$505 Fee Paid, Receipt No. 0973-20872216.) (Gans, Gary) (Entered: 11/22/2017)
11/24/2017	41	NOTIFICATION from Ninth Circuit Court of Appeals of case number assigned and briefing schedule. Appeal Docket No. 17-56775 assigned to Notice of Appeal to 9th Circuit Court of Appeals 40 as to Plaintiff Esplanade Productions, Inc. (lom) (Entered: 11/27/2017)
12/20/2017	42	TRANSCRIPT ORDER re: Court of Appeals case number 17-56775, as to plaintiff Esplanade Productions, Inc. for Court Reporter. Court will contact Aaron Perahia at aaronperahia@quinnemanuel.com with further instructions regarding this order. Transcript preparation will not begin until payment has been satisfied with the court reporter. (Perahia, Aaron) (Entered: 12/20/2017)
12/20/2017	43	DESIGNATION of Record on Appeal by plaintiff Esplanade Productions, Inc. re 40 (Perahia, Aaron) (Entered: 12/20/2017)
01/04/2018	44	TRANSCRIPT for proceedings held on Monday, October 10, 2017. Court Reporter/Electronic Court Recorder: Amy Diaz, phone number amyfcrr@gmail.com. Transcript may be viewed at the court public terminal or purchased through the Court Reporter/Electronic Court Recorder before the deadline for Release of Transcript Restriction. After that date it may be obtained through PACER. Notice of Intent to Redact due within 7 days of this date. Redaction Request due 1/25/2018. Redacted Transcript Deadline set for 2/5/2018. Release of Transcript Restriction set for 4/4/2018. (Diaz, Amy) (Entered: 01/04/2018)
01/04/2018	45	NOTICE OF FILING TRANSCRIPT filed for proceedings October 10, 2017 re Transcript 44 THERE IS NO PDF DOCUMENT ASSOCIATED WITH THIS ENTRY. (Diaz, Amy) TEXT ONLY ENTRY (Entered: 01/04/2018)

01/04/2018	46	TRANSCRIPT ORDER re: Court of Appeals case number 17-56775, as to Defendant The Walt Disney Company for Court Reporter. Court will contact Craig Bloom at cbloom@omm.com with further instructions regarding this order. Transcript preparation will not begin until payment has been satisfied with the court reporter. (Bloom, Craig) (Entered: 01/04/2018)
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Transaction Receipt			
02/28/2018 12:22:29			
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Description:	Docket Report	Search Criteria:	2:17-cv-02185-MWF-JC End date: 2/28/2018
Billable Pages:	13	Cost:	1.30

CERTIFICATE OF SERVICE

I hereby certify that on April 2, 2018, I electronically filed the foregoing with the Clerk of the Court for the United States Court of Appeals for the Ninth Circuit by using the appellate CM/ECF system.

I certify that all participants in the case are registered CM/ECF users and that service will be accomplished by the appellate CM/ECF system.

/s/ Gary E. Gans

Gary E. Gans

Counsel for Plaintiff-Appellant